

THE MAN FROM



U.N.C.L.E.

MAGAZINE

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NAPOLEON SOLO ★ ILLYA KURYAKIN



She was feared by three nations, the slim blonde mistress of death who had sworn to make U.N.C.L.E. her final, most telling victim —

THE THRUSH FROM THRUSH AFFAIR

A Sensational New U.N.C.L.E. Novel by ROBERT HART DAVIS

HELL ON EARTH

Another "Department of
Lost Stories" Masterpiece

by ROBERT BLOCH

The Thrush from Thrush Affair

By Robert Hart Davis

Angel...femme fatale...or devil incarnate? Who was the slim blonde girl who spoke three tongues, charmed three spy rings—and killed with a smile? Today Solo and Illya must know—or die also...

ACT I

FOR SOME THE SONGBIRDS SING

The Cafe Leider is on the East Side of New York, hidden in one side of the small, dead-end streets that border the East River. A narrow alley above the river itself leads to the stage door. The main entrance, on the small side street, is restrained—there is only a simple canopy marked, “Cafe Leider.”

The people who went in under this canopy were well-dressed and animated, excited and on-the-town for the night. Inside, the cafe was small and dim and intimate. It was quite, almost silent, although it was crowded. People packed the tables and the small bar; the waiters could hardly move among the packed tables. There was smoke, and the movement of glasses.

But no one spoke or made a noise. There was a reason for this—every face in the smoky room was turned to the tiny stage and the small woman who stood behind the piano and sang.

She was a blonde, small and petite. She sang in a throaty voice that was all her own, and that seemed to hold, even transfix her rapt audience. She was no longer a young woman, but it did not matter. Her beauty was more than youth or prettiness. There was all the conventional beauty, the polished good looks, the bones that all great beauties have, but there was more. Hers was a quality of beauty years could never touch. There was a grooming that marks the woman of the Continent, a beauty that years can only enhance, an elegance that had to be born in a woman.

She sang her low, phrased, throaty songs as if she sang each song to each single listener alone. The smoky timbre of her voice somehow made each song seem new, heard for the first time, and understood personally by each listener, whether it was a song in German, or in French, or in English. She sang the songs, old and new, in all three languages, moving easily from one language to the other as if each were her native tongue.

On the stage she moved little, making each small gesture of her hands, each faint movement of her neck and face seem momentous. Her

sophisticated style gave each song, no matter how small or banal or familiar, the style of the grand manner, the great world of life itself. She sang of Paris and of London; of Rome and of Vienna; of Berlin both before and after it was a divided city.

Between songs she spoke, told anecdotes of Europe in her soft Viennese accent, and the tales charmed her silent audience as much as her song.

Her name was Lilli Kessler, who was born in Vienna and had made the world her home, and she held her audience in rapt silence in the dim and smoky supper club. They drank, the audience, but they did not speak, and were content to sit there in the dim light and watch her, listen as if they were each sure she sang only for them.

All except two men.

One of these men was a heavy-set, burly man who walked into the Cafe Leider at that moment. He wore evening clothes of expensive cut, but he was not out for an evening of pleasure. He stood for a time in the entrance from the bar, surveying the room like a man studying flies pinned to a board. He paid no attention to the petite *diseuse*. He walked slowly through the crowded room, still studying faces as if Lilli Kessler were not singing at all.

He reached a table that was empty despite the crowd. It was near the stage on the right side. He sat down. And then, as if to show he was interested in the petite blonde, he looked up at her, nodded and smiled.

The second man who was not under the spell of the smoky-voiced *chanteuse*, was a waiter. He was a small, dark-haired waiter with a thick Continental mustache. He had barely looked at the blonde on the tiny stage. He, too, had been surveying the room. But he ceased his watch when the heavy-set man in evening clothes came in.

The waiter stared at the burly man, his eyes following the man's slow progress through the room to the table. When the man sat down, the waiter bent over the pencil he held ready to take orders.

"Control Central, this is Bubba. Report Manfred Burton in Cafe Leider. Burton in Cafe. This is Bubba."

TWO

In a small office crowded with electronic equipment, and hidden behind a row of innocent-seeming brownstone buildings on the East Side of New York near the United Nations, two men sat around a round table. This was the office of Alexander Waverly, Section I member, and chief of The United Network Command for Law and Enforcement—better known as U.N.C.L.E. The office of Waverly was the final heart of the great complex of impregnable corridors and rooms behind the innocent facade of the quiet brownstones.

On the roof of the buildings was a giant billboard that was actually an antenna that kept New York Control Center of U.N.C.L.E. in touch with all the far-flung operations of the secret organization that had been established to fight international crime everywhere. Beneath the street were the secret tunnels to the river. Under constant guard, No one entered U.N.C.L.E. headquarters without complete scrutiny and permission.

Now, in his office that was the nerve center of the worldwide efforts of the U.N.C.L.E., Waverly held a microphone in his hand and listened to a voice that came from a speaker console to his right. The man with Waverly, Napoleon Solo, Chief Enforcement Officer, Section II of U.N.C.L.E. leaned closer to hear.

The voice was that of the waiter in the Cafe Leider.

“...Report Manfred Burton in Cafe Leider. Burton in cafe. This is Bubba.”

Waverly pressed a button on his microphone. “Very good, Mr., *uh* Kuryakin. Continue surveillance. Do not do anything. I am sending Mr. Solo to join you.”

“What if he leaves?” the voice of the waiter in the smoky club said.

Illya Kuryakin, disguised as the waiter, bent over the pencil and watched all around at the same time, his eyes alert and bright beneath his lowered brow.

“Then follow him, Mr. Kuryakin,” Waverly said dryly. “But do nothing if he does nothing. You understand? I don’t want them alerted.”

“Yes sir,” Kuryakin said from his corner in the cafe, his disguised face set in an enigmatic smile at his chief’s dry voice.

Waverly clicked off his microphone and turned to Solo. The chief enforcement agent for U.N.C.L.E. was a handsome man of medium height. Slender and well-dressed, Solo looked like no more than a minor executive, a gay young man about town, one of the thousands of elegant young men with too much money and too much time on their hands.

But he was none of these things; he was a trained agent, deadly with all weapons, both hands, and his brain.

“So, Mr. Solo,” Waverly said. “As you see, we have a new project. It’s fortunate you finished that Peruvian business when you did.”

“Yes sir,” Solo said. “I gather, then, my vacation will be delayed again?”

“Vacation? No time for that nonsense.”

Solo sighed. He had visions of his planned days on the beach at Cannes with a lady he had met in Peru. She would expect him, and he would not be there. Poor girl. He sighed again, and smiled at his chief.

“I gather that this is the big one?”

“Big?” Waverly said. “Big?”

The gruff chief of U.N.C.L.E. New York began to search in his pockets. His pipe, filled, was clamped in the center of his aristocratic bloodhound face, but there seemed to be no matches. A man who rarely smiled, Waverly’s age was hard to determine, but had to be between the late fifties and late sixties. His iron grey hair was shaggy, his eyes deceptively innocent beneath bushy brows, his face solemn as he searched in his old tweed suit for a match.

Finally, Napoleon Solo handed him a package.

Waverly took the matches with a muttered acknowledgement, but with neither surprise nor the faintest smile. When he spoke again, his pipe lighted, it was in his usual calm, clipped manner.

“Would you say, Mr. Solo, that the opportunity to perhaps destroy the entire THRUSH operation in North America was big?”

“The entire operation?” Solo said.

“Perhaps finish two of their leaders, and prevent a very bad triumph for them?”

Solo’s eyes brightened. They almost snapped with eager interest. “I would say that was big, yes sir.”

“That’s good of you Mr. Solo,” Waverly said drily. “I would say it could be the chink in their armor we have been looking. Perhaps the beginning of the end for THRUSH.”

“But how sir?” Solo said, his eyes no longer the eyes of the young pleasure-seeker.

“How? By taking advantage of the one major weakness THRUSH has—their inability to transfer power in an orderly manner. In short Mr. Solo, I think we may have them fighting among themselves!”

Solo’s eyes flashed in the silence of the office as Waverly let his words sink in.

Three

Solo leaned forward across the round table. “Fighting among themselves?”

Waverly puffed on his pipe, nodded. “Our information leaves no possibility of doubt. Augustus Bartz died suddenly last week while you were in Peru. Apparently of natural causes, although we can’t be absolutely sure.”

“THRUSH has ways of inducing ‘natural causes,’” Solo said.

“Precisely,” Waverly agreed. “But that, of course, is not our particular concern. The main thing is that Bartz is dead.

“Which leaves THRUSH without an operational chief for all of North America,” Solo said, and he pursed his lips in a low whistle. “It means that all Bartz’s sub-leaders have no one to take orders from outside THRUSH council itself.”

“Exactly, Mr. Solo,” Waverly said, “and at a very bad time for THRUSH. Only two weeks ago the full design details for the latest United States rocket were stolen. It had all the marks of a THRUSH venture, and of Bartz in particular. I would say with considerable certainty that Bartz had those design plans.”

Solo whistled. “Two weeks ago? Bartz must have delivered them by now.”

Waverly searched for a match; his pipe had gone out. “No, I think not. Bartz only had the week, and we have it on reliable report that Bartz was anxious to deliver the plans himself—a coup. Apparently the North American branch had not done much of late, and you know THRUSH. Results, that is all that counts for them. No, Bartz had the plans on him when he died, I know that. The question is, who has them now? The THRUSH council has not met for some time. Their scheduled meeting was this month somewhere in Europe.

“They know of the rocket plans, and of Bartz’s death. They will probably advance the date of their meeting to deal with the problem. As you know, only the THRUSH council has the right, or the power for that matter, to appoint a new North American operational chief. Even then, they cannot appoint just anyone. As I said, THRUSH has no machinery for an organized transfer of power. The death of Bartz automatically means a power struggle among his chief assistants. Council will have to accept the power structure here in North America. They will have to choose the sub-leader with the greatest power.”

“That’s why you have Illya watching Manfred Burton?” Solo said.

Waverly nodded. He had found a match. And now lighted his pipe again as he talked.

“The choice must be between Burton and Walter Hand. There is no doubt of that. As far as we know, they are quite evenly matched—Burton in the East, Hand in the West. Only Bartz kept them from fighting each other before this. THRUSH will have the problem of choosing one, and risking the reaction of the other.”

“They won’t choose.” Solo said. “They’ll let them fight it out and accept the winner.”

“True, Mr. Solo, but in this case there is another factor—the rocket plans. As you are well aware, THRUSH operates on a pure free-enterprise principle. The unit of THRUSH that does a successful job gets all the profit from it, less only a share to the council. Which means—

“Which means that whoever gets and delivers those plans will have a big reward to split up,” Solo said. “With that much money, and the power it brings, the winner can probably steal most of the losers’ men away!”

“Yes, that is the way I think it must work. THRUSH people must serve only winners. A coup like the rocket plans would set up either Burton or Hand, and the loser’s men would almost certainly desert to the winner.”

“And THRUSH will wait to see,” Solo said.

“Exactly,” Waverly said. “Therefore your job, Mr. Solo, is to join Mr. Kuryakin and prevent either Burton or Hand getting those plans. You will have to locate them and secure them for us. If you also can help Hand and Burton to eliminate each other, so much the better.”

“What makes you sure one of them doesn’t already have the plans?” Solo said.

“That I’m afraid I can’t tell even you, Mr. Solo, but accept my word that they do not. They are much too busy looking to have the plans. Neither has left the country—as they would have if they had the plans to deliver.”

“What made you pick the Cafe Leider as a starting place?”

Waverly frowned as his pipe had gone out again. He drew strongly to see if he could light it. “Various reasons, Mr. Solo. First, Manfred Burton is known to frequent the place. Second, we have suspected it being some kind of link in THRUSH for some time. Third, Augustus Bartz was traced to the Cafe Leider only hours before he died.”

“Three good reasons,” Solo said.

“I rather thought so,” Waverly said drily.

Solo stood up, grinned. “So, then, all we have to do is get plans THRUSH already has, and help Burton and Hand eliminate each other.”

“That’s all,” Waverly said, once again drawing on his cold pipe. “I’m sure you’ll find a clever way to manage it, Mr. Solo.”

Four

Napoleon Solo entered the Cafe Leider wearing the evening dress worn by most of the other patrons of the swank supper club. The *maitre* regretted that he had no tables, and Solo went to the bar. From the bar he watched the crowded cafe. The petite blonde was still singing her smoky songs in the elegant Continental style. The patrons still sat in transfixed silence, caught by her spell. Solo watched her with interest. There was a strange magnetism to Lilli Kessler, a quality of warmth and sympathy for all men in trouble. She sang of a sad world, but bittersweet sad, sadness with a beauty of hope.

Solo tore his eyes from the elegant blonde singer, and saw a small, dark-haired waiter watching him. Solo gave a slight nod to indicate to Illya that he had seen the small Russian. Illya, in turn, inclined his head toward the front table. Where the heavy-set, burly man sat all alone and watched the petite *chanteuse*.

Solo studied the man. This, then, was Manfred Burton, one of the two men who had the power to take over all of THRUSH in North America.

Burton looked like a well-to-do business man who had come up the hard way. He had the aura of a self-made man, and Burton was. Solo knew his history only too well. Born a simple Iowa farm boy, Manfred Burton had cheated his first victim at the age of sixteen. The proceeds from this swindle, too clever to be detected, had enabled the simple farm boy to enter and leave Harvard Law School with highest honors.

From there his rise had been meteoric, if not always legal or savory, until he became one of the most successful and feared corporation lawyers in the country. At the pinnacle, it had seemed that there was nowhere for Burton to go, but he had found a place—THRUSH. He was known to own two governors and countless mayors, and to wield a sinister power up and down the Atlantic seaboard.

Now, Burton was at his ease watching the petite blonde Lilli Kessler. The elegant woman had begun to walk slowly around her tiny stage as she sang to special men in the audience. Solo felt his eyes drawn as if by a magnet to her. But he saw something from the corner of his eye.

Illya was signaling. Solo looked at the Russian in the waiter's disguise. Illya nodded to a table near the front.

A tall, thin man in evening clothes was staring at Lilli Kessler and slowly writing on a pad in front of him. Solo narrowed his sharp eyes. A man does not usually take notes in a supper club. In the crowd of Lilli Kessler's devotees, the writing man stood out like a fox in a chicken yard. But no one seemed to be watching him. All eyes turned still to the blonde Lilli Kessler and her songs.

Then the petite blonde saw the man writing. Her eyes seemed to flash fire as she watched the man. Her slow progress around the tiny stage came to a halt. She stared at the man, her eyes fiery and her aristocratic nostrils flaring as she watched the man who continued to write, oblivious to the stare. She had not stopped singing, but now she stepped forward to the edge of the tiny stage, and sang directly to the man, stopping in her song from time to time to make comments.

"Are we bothering your concentration, sir?"

And she sang a line, two lines, soft and low and smoky as the room itself.

"Writing a letter to his wife, darlings; how sweet."

Two more lines, a third, and into her chorus, her throaty voice vibrating the room.

"*Liebchen*, a poem to me! Of course, ah, romance is not dead."

The full chorus, amid, now, the laughter of the patrons, necks that craned to see through the room. The man himself suddenly aware of what was going on. Until now he had been so wrapped up in what he was doing that he had not heard. Now he looked up, flushed.

“There, he isn’t deaf! Forgive me *cheri*, I was sure you were afflicted. Perhaps you rewrite the lyrics, yes? Of course, that must be it. Darling, they are such nice lyrics. Ah, but I am tired of you. You bore me *Liebchen*; you write when you must listen. Good-by!”

With a final chorus of her song, the petite blonde turned and walked away, waved to her admirers, and left the stage. There was a wave of violent applause. She came back, blew kisses, and the applause doubled. Solo smiled as he watched her. She was an expert, a professional, and she held the room in the palm of her small hand. All eyes were on her as she blew one more round of kisses and left.

Solo looked at Manfred Burton, who was standing to applaud. And then, smiling, glanced toward where the man who had been writing was sitting.

The man was slumped over the table.

Solo jumped up and walked casually but swiftly out of the bar and across the crowded, now noisy room toward the slumped man. A tall, very skinny waiter was at the table. Solo, so as not to be observed, approached the table and the slumped man obliquely, as if going somewhere else.

The waiter saw him but was not aware that Solo was coming to the table also. As Solo came near, the waiter picked up the paper the man had been writing on, slipped it inside his jacket, and walked away.

Solo reached the man. The man’s face was down on the table, his shoulders against the edge of the table, his arms dangling limp. Solo touched him, turned him to look, but he did not have to—he knew a dead man when he saw one. His keen eyes saw no marks on the body, but the lips were blue. Solo sniffed the man’s glass without picking it up. Bitter almonds—cyanide. Almost certainly administered by the tall, skinny waiter, but on whose order?

Solo turned quickly to see Manfred Burton watching him. Near the door, and at the entrance to the bar, other men were now watching—men of a type. Solo knew too well. Solo looked for the tall, skinny waiter and saw him just reaching the side, where a curtain covered an alcove. The waiter had walked casually so as not to attract attention. Solo saw Illya watching the entire action.

Before anyone knew what was happening, Solo ran across the room, among the crowded tables, in pursuit of the skinny waiter. Illya stood against the wall to cover him in case anyone followed. Solo broke through

the curtain and found himself in a small corridor that led to a door. The door was open.

Solo ran down the corridor and out through the door. He ran out into a dark night. Light shimmered on the river below. He was in the dark alley that ran narrow between the cafe and the river. He looked for the waiter. The alley was dead end to his right; the river was in front. He looked to the left. At first he saw nothing. Then he saw the waiter.

The skinny man was just up the alley where it opened into the small street in front of the cafe. He still held the paper he had taken from the dead man. In his other hand he held something else. Solo started to move toward him and stopped. The waiter raised his arm and threw the object in his right hand.

Solo jumped back.

A cloud of yellowish vapor burst in the alley between Solo and the waiter.

Illya Kuryakin stood against the wall at his waiter's station and watched Manfred Burton and his men. Solo had gone past him, and Illya's small, Slavic face was alert as he observed the men of THRUSH. But they did nothing. Manfred Burton simply walked to the dead man, looked at him, called the *maitre*, and told the *maitre* to call the police.

By now the crowd of Lilli Kessler fans had begun to notice that something was wrong. They milled throughout the room, talked at their tables, and many looked toward the slumped form of the dead man. The THRUSH men had vanished, Illya left his post and went backstage.

In the corridor that led to the dressing rooms, the disguised U.N.C.L.E. agent paused long enough to observe the entire corridor. His bright, quick eyes were shrewd beneath the habitually lowered brow. Kuryakin was listening. He moved soundlessly along the empty passage until he came to the door with a star marked simply: *Kessler*. He did not knock. The door was not locked. He opened it silently and slipped inside.

Lilli Kessler was not there, Illya heard sounds behind the dressing screen in the corner. His sharp eyes took in the room at a glance. There should have been a maid, or a dresser. Illya heard footsteps hurrying outside the door. The door opened and a big, grey-haired woman came in. She walked straight to the screen.

"Miss Kessler? There's trouble. A man's been killed out front."

The petite blonde appeared from behind the screen. She was wearing a dazzling green robe now.

“Zip me up, Helga,” the blonde said.

The big woman walked behind her and zipped up the robe.

“Right at his table, dead,” Helga said. “That man who was writing.”

“All right, don’t start—” and Lilli Kessler stopped.

The big woman stared. They had both seen Illya. Lilli Kessler did not blink.

“What do you want? Did I order something?” the petite singer said.

“Did you?” Illya said, his quizzical eyes on the woman.

“When I need a waiter, I’ll send for one. Now get out of here if you value your job!”

“Did you order something, Miss Kessler? Say, perhaps, a murder?”

The big woman grunted, stepped toward Illya Kuryakin. The Russian U.N.C.L.E. agent watched the big woman carefully. She moved like someone who knew how to use all the strength she had in her big frame. Lilli Kessler waved the big woman to a halt.

“No, Helga, our friend is playing a game,” the blonde said. She smiled her most charming smile. Illya saw the danger in the smile—the smile of a tiger. “So, you are not a waiter, my young friend. And that, I am sure, is not your face, no? Not the police, no, your hands are too clean. Tell me what you are, *liebchen*?”

“You sang straight to him,” Illya said. “No one else really noticed him. You talked to him. Perhaps you knew what he was writing.”

“CIA, perhaps, or MI-Five? You have an accent. British, I think, and yet not a native. Russian, yes, there is a touch of the Russian. What does a Russian agent want with me?”

“Let me handle him. Lilli,” the big Helga said.

Illya smiled his enigmatic smile. “Perhaps she did it for you. What was so important about him? Was he against Manfred Burton?”

The big Helga snarled. Lilli Kessler watched Illya.

“Get out of here!” the petite blonde said.

Illya never heard them approach. One minute he was facing the two angry, shaken women, and the next four men stood in the room all around the U.N.C.L.E. agent. They ringed him, their faces set and hard.

FIVE

Napoleon Solo threw himself backwards in the alley. He covered his face with his handkerchief. Beyond the cloud of spreading yellow vapor he saw the indistinct shape of the skinny waiter running away into the small street. He would not catch the skinny waiter now. The yellow gas was beginning to reach him. Solo went over the parapet into the river in a long dive.

Under the surface of the fast moving river he went down and down. He battled the treacherous current of the river, which was not really a river but a swirling tidal arm of the sea. The currents caught him and tumbled him. He was swept down. He fought and broke free of the current. His lungs were on the edge of bursting when another current swept him up and he burst out onto the dark surface in the night.

Solo immediately began to swim back toward where he had dived into the river. The current buffeted him. He headed for a series of steps that led him up from the river to the small street of the cafe.

He saw the boat. It came out of the shadows at the foot of the steps that led up to the street. It came fast and directly toward him where he trod water. A man stood at the wheel of the fast speedboat, and the skinny waiter stood beside him. Then a blinding light shone full in Solo's face. Where he trod water he calculated the speed of the boat. The light was a great dazzling ball when he took a breath and submerged. He forced his body as far down as it would go.

The boat roared over him, its propellers missing with the force of the wash of water tumbling him about like a chunk of cork.

He came up in the churning wake. The boat did not turn, but roared straight on and vanished into the dark night. Solo watched it until it was out of sight. Whatever had been on that paper the waiter had stolen from the dead man was more important than a second attempt to kill him. Solo knitted his brow. What had the murdered man been writing so diligently in the cafe?

Still considering this, Solo began to swim for the steps at the foot of the small street.

Illya Kuryakin looked slowly around at the four men had come into Lilli Kessler's dressing room. They ringed him. One of them smiled at him.

"Well Mr. Kuryakin. This is a pleasure."

"The pleasure is all mine," Illya said.

Lilli Kessler was furious.

"Now we have a meeting, yes? Apparently you are all friends. Perhaps you will tell me what this is about?" the petite blonde said angrily.

The leader of the four still smiled. "We are indeed all friends, eh, Kuryakin? As to what it is about, Miss Kessler, I fear it is a simple mistake. My friend Kuryakin is in the wrong room. Isn't that right, Kuryakin?"

"I think—" Illya began. He did not finish. He smiled as two of the men stepped closer to him and he felt the faint prick of a needle against his arm. One of the men held a hypodermic against his arm. They all smiled at him. He smiled back.

"I think I have made an error," Illya finished. "My friends here have convinced me. I got into the wrong room it seems. My apologies, *mademoiselle*."

Lilli Kessler looked from one to the other. She threw up her hands.

"Madmen! First this one comes in and makes insane statements, then you four appear and say it is all a mistake! Imbeciles, get out! An *artiste* cannot even get dressed in peace! Go!"

The leader bowed. "Immediately, Madam. I'm surprised at you, Kuryakin. Such a mistake, to bother the lady."

"I'm a little surprised myself," Illya said. "I really—"

He felt the touch of the needle and said no more. The leader of the four men beamed at him.

"Then I really think we should leave. A lady must have her privacy. A thousand apologies, madam, for my ill-mannered friend."

"I shall try to forget it all," the petite blonde said.

"My admiration," the leader said with another faint bow.

"And mine," Illya said.

The needle touched his skin through his waiter's jacket. He straightened up. The four men led him slowly from the room with the leader still expressing courtly apologies.

In the empty passage outside the dressing room, the four men moved quickly. The leader instantly dropped his elegant manner. He curtly motioned his men toward the stage door. He snapped at Illya.

“Very well, Kuryakin, move!”

“That’s more like the THRUSH I know,” Illya said.

“Move!” the leader hissed.

Illya felt the needle, and he moved. He walked between two of the men, each one holding an arm. They paraded this way along the corridor until they reached the stage door. The leader pushed Illya through and out into the night in the alley beside the river. Sirens split the night; already the revolving red light of a police car blocked the end of the narrow alley.

“Be very careful, Kuryakin,” the leader of the THRUSH men said. “We are all friends out for a casual stroll. You understand?”

“I understand,” Illya said.

“Let us hope so. If you should do anything foolish it would not be pleasant for you or for some of those policemen. We are quite ready.”

“Of course,” Illya said.

His quick eyes took in the entire scene in a glance. Police were in the alley and inside the cafe. The single car was parked so as to block the alley. Two policemen stood near the car. The river was to the right, and the end of the alley was the only other way out.

“Just be casual,” the THRUSH leader said.

They walked him toward the mouth of the alley and the police patrol car with its revolving red light like a splash of blood in the night. The point of the needle just brushed his skin through the sleeve of the waiter’s jacket. They were on all sides of him. The police looked at them as they approached. One of the policemen stepped forward. The leader of the THRUSH group smiled.

“Good evening, officer. A very unfortunate affair.”

“Messy,” the patrolman said. “You boys going somewhere?”

Illya tensed. The police were not letting anyone leave yet. It was his only chance. If the police tried to stop them, they would probably attempt to fight their way out. In the fight, Illya would have his only opportunity to break away—he did not think he would get another chance. They had probably killed the man in the cafe; they would not hesitate to use the same poison on him, or on the police.

He gathered his muscles in readiness.

The THRUSH man only smiled again. He held out a piece of paper. The policeman took the paper and looked at it.

“Your lieutenant already interrogated us, officer. He gave us the pass. He has our names and addresses.”

The policeman looked at the paper, nodded, and stepped back. He half saluted the THRUSH spokesman.

“Okay, sir. I guess that lets you out.”

“Thank you,” the spokesman said.

The THRUSH men all began to walk past the patrol car. Illya felt the needle and there was nothing he could do but walk with them.

As he raised himself from the river and began to climb the steps up to the small street, Solo heard voices directly above. Sirens in the distance were coming closer. Directly above him a red light flashed intermittently like a bloody finger in the night.

He moved up the steps and raised his head cautiously. He saw the police patrol car that blocked the mouth of the alley. Two policemen stood beside the car. Far up the alley another policeman stood at the stage door. But it was not the policeman Solo looked at. It was a group of five men who stood at the police car, one of them talking and smiling with one of the patrolmen. He did not recognize the four men, but he knew the fifth—Illya Kuryakin!

They continued to talk, and Solo watched. There was something wrong. He saw that it was the way Illya was standing, the way the two men on either side stood so close to the small Russian, their right hands not visible. He saw one imperceptibly move his right hand. The man had something threatening Illya.

Then two things happened at the same time. Illya, and the four other men, began to walk away past the police car and into the small side street. Solo saw a long, black car parked in the side street. At the same instant, a squad of police and customers came out the front door of the Cafe Leider. For the next few moments the street would be filled with people.

Solo came up into the street. His clothes dripped from the water of the river. As he stepped into the small street he slipped and staggered. He saw the patrolman at the police car look at him and smile. The patrolman thought he was drunk. He decided instantly to let the police think just that.

Solo began to stagger along the street, straight toward the four men slowly walking Illya to the black car. The squad of police came toward the river. The patrons leaving the Cafe Leider en masse filled the street. The four men leading Illya were clearly worried about the sudden crowd and did not look behind them.

Solo, moving fast despite the drunk act, was right behind the four just as they reached the black car. The police were close. The crowd of agitated customers milled around, looking for cabs. Solo knew he had to time it perfectly, had to make the one necessary move before anyone knew what had happened. Suddenly, he began to sing loudly and bumped into the man on Illya's left—the man who had made the move revealing that he had some threat against Illya.

Solo, singing and staggering, hit the man's arm hard. The man swore. Solo grabbed his arm as if to catch his balance.

"Whoops! Whoa there! Who you tryin' to knock down?" Solo said, holding the arm very tight and then pulling it sharply.

"Get the hell—" the man snarled.

The other THRUSH men, caught by surprise, stood there uncertain just what to do. Solo staggered, twisted the arm of the man he held. The man grunted. There was a sharp tinkle of glass falling to the street and breaking.

Now Illya Kuryakin moved. He knocked down the man on his right who was reaching into his pocket. The THRUSH spokesman hesitated. Solo swayed and shouted. The THRUSH leader hesitated too long. Solo swayed and shouted. The police came toward the group. Illya held Solo up. Smiling and talking very soothingly.

"Take it easy, Mr. Jones," Illya said. "Now, come on; we'll get you home before you catch pneumonia. Come on, now."

The police arrived. They looked at Solo. Illya smiled to them. The four THRUSH men stood wondering what they could do. The top policeman of the group, a sergeant, nodded to Illya.

"Your friend is a little drunk."

"I'm afraid he is very drunk, officer," Illya said. "It seems he took a midnight swim. But I can take care of him now."

"Well—" the sergeant began, and looked at the four THRUSH men. "You all together?"

"We—" the THRUSH spokesman began, seeing a chance.

Illya was quicker. "We never met. These gentlemen were just good enough to help me look for Mr. Jones. We were all in the cafe, you see, but you lieutenant already talked to us. Isn't that right, gentlemen?"

The THRUSH spokesman stared at Illya for a long second. His hand was in his pocket. Then he shrugged, and took his hand out.

“Yes, that is correct officers. Now, if you don’t mind, I think we have to leave.”

“And I’ll just help my friend to our car,” Illya said.

“Well,” the sergeant said, “all right. But you see that he doesn’t get into any trouble, you hear?”

“Of course, officer,” Illya said, and grinned at the four THRUSH men. “Thank you for the help gentlemen.”

“Think nothing of it,” the spokesman said. “Perhaps we will meet again.”

“I’m sure we will,” Illya said. “Come on, Mr. Jones.”

Illya helped the staggering Solo along the street. Solo continued his act, singing and waving his arms. The police were still watching them. They staggered along the small dead-end street and went around the corner out of sight. Instantly Solo straightened up.

“Thank you,” Illya said.

“Don’t give it a thought,” Solo said.

“You went for a swim,” Illya said. “A sudden urge?”

“Our friends play rough,” Solo said, and told Illya about his escapade with the skinny waiter.

“They did not want what that man wrote to get out,” Illya said. “My friends were definitely THRUSH, but were they connected to that waiter?”

“The two factions, perhaps?” Solo said.

“Possibly.”

The two agents peered cautiously around the corner. The black car had gone. The crowd had thinned. The police were all far up the street near the river. Illya nodded to Solo.

“I still want to talk to Lilli Kessler,” the small Russian said.

“She sang to the man, pointed him out.” Solo said.

“I had the same thought,” Illya said. “Our THRUSH friends acted as if they didn’t know her, but they arrived most conveniently.”

“You think she fingered him?”

“I think it’s highly possible,” Illya said.

“Then let’s go and—”

Illya held up his hand. They were still standing at the corner. Solo peered around. He saw Lilli Kessler leaving the cafe with Manfred Burton. The high THRUSH leader held her arm in a gesture of close familiarity, and guided her into his limousine. The limousine came to the corner and passed.

Solo and Illya watched the petite blonde laughing in the back seat with the burly figure of Manfred Burton beside her.

They seemed undisturbed by the death of a man in front of her.

SIX

It was dark outside the window of Alexander Waverly's office. The city was as silent as it ever was in the early hours of the morning. The office was also silent, Solo and Illya were seated at the round table watching their chief as he listened intently on the private telephone. Finally, Alexander Waverly nodded.

"Very well. Continue the study," the unsmiling U.N.C.L.E. chief said, and hung up. He chewed on his unlighted pipe. "The man who was killed at the Cafe Leider was an agent of Interpol. The police don't have the details yet, but our Paris office reports that his name was Marcel Montand, and he was working on a THRUSH courier system. It seems to have led him to the cafe!"

"Where he was killed," Illya said.

"Where he was writing something," Solo said.

Waverly sucked on his empty pipe. The bushy-browed Section-I leader seemed to notice that the pipe was empty. He stared at it. Then, absently, he took his tobacco pouch from his pocket and began to fill the pipe. Solo and Illya watched their chief. It was Solo who spoke first.

"A man was killed. A waiter took what he had written. The waiter was prepared to evade pursuit and had a getaway arranged. He was also obviously no waiter," the handsome chief agent said.

"And I was kidnapped by obvious THRUSH agents who knew me," Illya said. "Manfred Burton was there in the cafe, and he left with the Kessler woman. Lilli Kessler's maid is obviously a kind of bodyguard."

Waverly had his pipe filled. He found a match immediately this time. He lighted his pipe, puffed.

"Precisely," Waverly said as if hearing the unspoken thoughts of his two enforcement agents. "Are we dealing with one section of THRUSH or two? Are we, for that matter, dealing with THRUSH and someone else? Which group, if there were two, killed Montand and why? It would seem, gentlemen, that THRUSH has not located the plans for the rocket yet. However, it would also seem that there may be something beside the rocket plans involved."

“What do we know about Walter Hand?” Illya said. “I know enough about Burton.”

Waverly pressed a button on his desk. The wall opened to reveal a screen. Waverly pressed another button and leaned down to speak into a microphone.

“Walter Hand file, Miss Heatherly, if you please.”

Solo had his usual mental vision of the beautiful, red-headed May Heatherly seated in her file room, as cool and efficient as she was beautiful. He sighed. May did not see eye-to-eye with Solo on fraternization among U.N.C.L.E. people. But Solo put this tragedy out of his mind as the picture of a small, fat man flashed onto the screen.

There were four pictures first, showing Walter Hand from all angles. The THRUSH sub-leader was almost as round as he was tall. His left eye dropped in a sleepy manner, but the expression in his eyes was not sleepy.

“A very dangerous man,” Waverly said. “I knew him once. He was an American intelligence agent until he decided that he wanted a great deal more than a normal government could give him. He was suspected of being a double, even triple agent, but there was never any proof. He got his start by exposing a Soviet agent to the Nazis in World War II, for which he was paid handsomely. It was then suspected that he engineered the exposure of two Nazi agents to the Russians. Again, for a handsome reward.”

“A nice man,” Solo said.

The last picture showed Walter Hand smiling at the camera, for all the world like some beaming and innocent businessman on a vacation. The setting looked like Hawaii. May Heatherly’s voice came cool over the speaker.

“Walter Hand, former United States agent, also suspected as triple agent. At present poses as a highly successful Denver, Colorado, businessman. Heads his own company, Pikes Peak Engineering Company. This is known to be only a cover for his real activity as head of western United States branch of THRUSH. Is not on the THRUSH council, but has been mentioned for that promotion many times. Always opposed by Manfred Burton, and by Augustus Bartz.”

When the cool female voice stopped, Waverly nodded. “As you know, gentlemen, it is considered poor form in THRUSH for one unit to operate in another unit’s territory without full permission. I doubt if Hand could get Burton’s permission at this point. Therefore, if one of those groups were

Hand's men, they were operating on their own. Which might account for their nervousness."

"What about the woman?" Solo asked.

Waverly nodded. "Miss Heatherly? The file on Lilli Kessler, please."

A picture of the petite blonde flashed onto the screen. Then more pictures flashed. They showed the elegant *chanteuse* singing in the supper clubs many cities. There were shots of her in most of the major cities. She was pictured posing with generals of most countries including both Nazi and Russian generals.

"Miss Kessler has always appeared to have quite broad taste," Waverly said drily. "Claims to know nothing about politics. Which is hard to accept, given her history. She was born in Vienna, usual modest circumstances, a rather impoverished family of some social standing. She first went on the stage in Vienna, learned her English by listening to records in her dressing room. She soon was singing in the best places in German, French, and English. She came here and sang with some of the better known band leaders.

"Since then she has traveled a great deal, to almost every country of the world. She maintains a permanent home in Zurich, but she is rarely there. In addition to her singing, she has acted in the West End in London, and on Broadway. She has made a lot of recordings and radio appearance, but strangely, very few on television."

"Perhaps she doesn't care to be seen by so many people," Illya said.

"Perhaps," Waverly said. "In any event, she is a cultured, elegant woman, who has a following on every continent. She travels very much. She moves in both the best and highest circles."

"A perfect front for a courier," Solo said.

"Yes," Waverly nodded. "The thought had occurred to me. You see, in addition to all her other attributes, she has many close male friends. One of them has long been reputed to be Manfred Burton. She has been seen many places with Burton. On his infrequent trips to Europe, Bartz did not send him often; he was usually seen with the Kessler woman."

"Doesn't that clinch it?" Solo asked.

Waverly shook his head. "No, I'm afraid not. THRUSH leaders know many people who are not involved in their activities. So far, we have little evidence against the Kessler woman. She is most circumspect."

"Little evidence?" Illya asked. "Then there is some?"

“Only inferentially, Mr. Kuryakin. To date, as close as our records tell us, six men have been killed in clubs where she was working.”

“Coincidence?” Solo asked.

“Very possibly, Mr. Solo. Miss Kessler has worked in hundreds of clubs. I—”

The three men all tensed. Alarms had begun to ring all through the building. Feet pounded outside in the halls. The automatic steel safety panels slid down over the doors and windows. Solo and Illya had their U.N.C.L.E. Specials out. Waverly flicked switches on his television console. In the reception room there was a scene of deadly pandemonium. The receptionist, her gun out, and four security guards, also with their guns out, were surrounding something or someone. Waverly flicked a switch.

“Bring that person to my office! Report at once!”

A voice came from the security control. “All secure, sir. One intruder in custody.”

The steel panels slid soundlessly back out of the way. Solo and Illya did not put their weapons away yet. Waverly sat calmly watching his door. The door slid open. Four guards stepped through. They had their guns out and pointing at their prisoner. The prisoner was Lilli Kessler!

The petite blonde smiled. “I think you want my help, *lieblings*, yes?”

Act II

SING OUT, SWEET THRUSH

The small, elegant blonde still smiled at them all. She looked at the Specials and raised a brow. She was wearing a green silk suit and magnificent jewelry. She seemed not the least disturbed by all the chaos she had caused.

“May I?” Lilli said, indicating a chair.

“Please do,” Waverly said in his most courtly voice.

She sat and crossed her slim legs. One leg swung lightly as she smiled at them all, especially at Solo. She seemed to see Solo for the first time. Her eyes widened and she looked the handsome chief agent up and down with appreciation. Alexander Waverly cleared his throat.

“Harumph! Now,” Waverly said to the senior security man who was still there, “may I ask exactly what Miss Kessler is doing here, and how she reached the reception room?”

“I jiggled the little hook, *cheri*,” Lilli said.

The senior security man flushed scarlet. "It seems that this lady gave Del Floria the correct sign and went into the dressing room. She worked the secret lever. Of course, as soon as the door opened all the alarms went, she did not have any of the recognition identification. We stopped her in the reception room. There was no trouble.

"No," Waverly said drily. "Very well; you may go. Tell Del Floria I would like to speak with him later."

"Yes sir," the senior security man said. He angrily waved his men out of Waverly's office. The senior security man could see trouble coming. The entire recognition sign system would have to be changed. It meant a lot of work for the senior security man, and that made him angry. But he left quietly, and in the small office of U.N.C.L.E.'s New York Chief, Lilli Kessler waved him good-bye.

Waverly began to look for a match again, and spoke to the petite blonde as he did so.

"Very well, Miss Kessler. Perhaps you will be good enough to explain just what you are doing here, and how you learned the proper recognition signal, not to mention the location of that secret lever in the dressing room."

"I could say it was all a coincidence, yes?" the petite blonde said.

"You could say that, no," Solo said.

The woman nodded. "No, of course you are right. A friend told me? Perhaps that?"

"What friend?" Illya snapped, his enigmatic eyes studying Lilli Kessler.

"Come, come, Miss Kessler," Waverly said. "We are quite aware that the signal and the location of the lever in the proper dressing room could not have been acquired by accident."

Lilli Kessler smiled. "There, my dear Waverly, you are a little wrong. All right, I will tell all, yes? I learned those things from a friend, yes. It is true. But perhaps not as bad as you think. You see, gentlemen, I have come to help you because I am, in a way, with you. I am an agent of Interpol. I learned your little secrets in the course of many years work with U.N.C.L.E. agents in the Paris section."

"Interpol?" Illya said. "I suppose you can prove that, Miss Kessler?"

"But of course, Mr. Kuryakin," said Lilli Kessler smiling. "You see? I know much. I like you better as a blond rather than in that ridiculous waiter disguise."

“How is it we do not have you on file as an Interpol agent, Miss Kessler?” Waverly asked quietly.

“Because we in Interpol also have our secrets. I am what is called a totally “planted” agent. I am totally undercover, and I always have been. I am known to only the highest level of Interpol. I am, of course, infiltrated into THRUSH on the courier level. Your little secrets came to me over the years from very small bits of information. Of course, THRUSH knows most of your signs, but it does them little good without the recognition identification documents. Naturally, I knew this. I expected to be stopped in the reception room.”

“Why not contact us more directly?” Solo asked.

Lilli raised an elegant eyebrow. “And risk discovery? Really, Mr. Solo, Interpol has spent many years securing my cover. I could hardly risk blowing it, could I? No, I made sure I was secure and not followed, and then came to Del Floria’s. It was much the safest way to have myself brought to you, yes?”

In the silence of Waverly’s small office, the three men looked at each other. Solo shrugged. Illya watched the woman and did not look convinced. Waverly was thoughtful. At last Waverly spoke.

“You, *uh*, don’t mind if I check this out, do you, Miss Kessler?”

“Of course not. If I did I would not be here. I think this is the time when I must come out and do my work. THRUSH is at a very vulnerable stage.”

“Yes,” Waverly said, “quite. If you will just talk to Mr. Kuryakin and Mr. Solo, I think I can clear this up within a few minutes.”

Lilli Kessler inclined her head, and her sparkling eyes turned again toward Solo. She had a very appraising look in the eyes. The handsome agent seemed to please her, and she beamed her most alluring smile. Solo beamed back. Illya watched them both sourly.

It was an hour later before Waverly returned. The bushy-browed chief resumed his seat and now he smiled one of his rare smiles for the benefit of Lilli Kessler.

“Very well, Miss Kessler. Your story appears genuine. I must say it took considerably more time than usual. Your status is most undercover, as you said. It seems we had to reach the highest man in the Paris office before he could prove what you were. Let me congratulate you on the most excellent work”

Lilli Kessler became serious. "It was necessary, Mr. Waverly, believe me. Interpol has lost many agents in its work against THRUSH. Montand was only the latest. We decided many years ago that a totally planted agent, with no contact with headquarters for at least five years, was the only possible way of getting close to THRUSH.

"Only recently have I risked any contact with my people. Montand was the first man assigned to work with me."

"And he didn't last long," Solo said. "Does that mean they are on to you?"

"I don't think so, Napoleon. May I call you Napoleon? It has such an aristocratic ring," Lilli said with a smile.

"You can call me Napoleon," Solo said.

Waverly sighed. "Very nice, I'm sure, Mr. Solo. But suppose we remain with business for the time being? How *can* you be sure, Miss Kessler?"

"Simple. I had made no contact at all with Montand. The little scene you witnessed, the one that made Mr. Kuryakin so suspicious, that was Montand's way of telling me who he was. I had no chance to acknowledge the revelation. No, Montand was killed for what he was writing. And I have no idea what that was."

"Who killed him, Miss Kessler?" Illya said.

Lilli smiled. "Call me Lilli. Everyone does. Who? Why Walter Hand's men, I'm sure of that." "How can you be sure?" Illya said.

"Because Hand is after the plans." Lilli said. "Oh yes, I know of the rocket plans. You see, my actual assignment now is Manfred Burton. We planned it all along, to have someone non-American get close to Burton. I am close to him. I know that he has the plans, on a roll of microfilm he never lets out of his secret office. You see, he trusts me. He showed me the film. It is a large roll, as microfilm goes, about the size of a thimble. The plans must be large and detailed."

Waverly nodded. "They are, which is one of the problems of transmission. The documents filled a very large file. But tell us, Miss Kessler, just why have you risked coming to U.N.C.L.E.?"

"Because I must have help. Naturally, being with THRUSH so long, I recognized Mr. Kuryakin by his name when the THRUSH man used the name. I had already noted Mr. Solo by sight."

"What kind of help?" Waverly asked.

“Let me explain. I am, as I said, very close to Manfred, but that has exposed me to Walter Hand. I am watched by Hand’s men, as you saw, Mr. Kuryakin. At the same time, Manfred is very careful with that film. He cannot transmit it; he fears to let it out of his hands for a second. He does not really trust his own people. He is waiting for a big meeting soon where Council will send a member to pick up the film. Manfred wants to deliver the film in person, of course. However, so does Walter Hand. Hand will stop at nothing, and neither will Burton. So—”

Lilli Kessler stopped, looked at them all.

“So?” Waverly said.

“So I think you must get the film. I can show you where it is, and help you get in, but I do not have the tools or the skill to get it. He keeps it in a very strong safe.”

Again there was a silence. Illya narrowed his shrewd eyes beneath his lowered brow, and ran his hand through his thatch of blond hair. Even Solo raised an eyebrow and looked at his companions. Waverly made a tent of his hands and pressed the tips of his fingers against his lips. His hooded eyes were considering the petite blonde singer.

“You—uh—want us to help you get the roll of microfilm, Miss Kessler?” Waverly said slowly.

Lilli Kessler shrugged her fine shoulders. “Why should you trust me that far, *hein*? No, I want to lead you to the plans so that you can have them. I do not want suspicion on me if it can be helped. I still have work to do. But I am worried that those plans will be delivered, so you must have them.”

Waverly smiled. “I see. Well—”

“And I am worried,” Lilli Kessler went on. “I admit it, I am worried very much about Walter Hand. I think I would like some strong protection, yes?”

“That will be my pleasure,” Solo said.

Lilli smiled. “Good. It is settled then. I will lead you to the safe in Burton’s secret stronghold. The rest is up to you.”

“When?” Illya asked.

“Tonight, I think,” Lilli Kessler said. She took out a long Russian cigarette, leaned forward to Solo. “You may light me now, Napoleon dear.

Two

Napoleon Solo lurked inside the darkened doorway across the old street from the dark and silent old mansion-town house in the upper east seventies. The old town house showed no light, no movement inside, no signs of life at all. An empty and innocent old building. But it was neither innocent nor empty. It was the secret stronghold of Manfred Burton.

Inside, Lilli Kessler was at work, and Solo was waiting for the signal.

Solo bent down over his radio-pencil. "Bubba, this is Sonny. Come in Bubba."

The pencil spoke in the cool accents of Illya Kuryakin. "Bubba here. Burton is at the table. I see most of his men. And how is it there?"

Solo smiled as he pictured Illya again in the waiter's disguise at the Cafe Leider. That was the plan: Illya to watch Burton and his men: Solo to wait to be let into the stronghold: Lilli Kessler to open an entrance from the inside, lead him to the vault where Burton kept all that was valuable. The key to the plan was time.

Lilli had explained that it was her well-known habit to relax alone in her dressing room for precisely a half hour before her first appearance. Alone and undisturbed—she had established this in order to have time for her most secret reports to Interpol in the rare cases when she made contact.

Since Burton knew this habit, he would not miss her for that half an hour, and her maid, Helga, was one hundred percent reliable. So Solo and Lilli had one half hour to secure the films of the plans, and to get Lilli back for her first appearance. Meanwhile, Illya watched Burton and his men in the cafe just in case. Now, Solo leaned over his pencil-radio.

"All okay here. The house is quiet. How does Burton look?"

"Confident," Illya reported tersely. "Time is flying, though."

"I know," Solo said, one eye on the house. Then he saw the faint signal, a brief flash of red light from a second floor window. "There she is. I'm going in."

"Be careful, Napoleon," Illya said from the cafe.

"Just watch Burton, my friend," Solo said. "Over and out."

He clicked off the pencil-radio and put the pencil into his breast pocket. He checked his U.N.C.L.E. Special, his tiny smoke bombs, his knife, and the various escape equipment concealed in his clothes. Then he left the doorway and moved as silent as a cat across the street. There would be guards, but he was out of the line of vision from the house where he crossed the street.

Solo moved in the shadow of the buildings until he reached the old mansion. The windows on the first floor were all heavily shuttered with steel shutters. On the second floor the windows were covered with wooden shutters, but one set of shutters was now open a crack. It was the window from which the signal had come. Solo studied the facade of the building.

A drainpipe led up to the roof. It was some ten feet from the window, but a narrow ledge ran around the entire second floor beneath the windows. Solo carefully checked the street and the silent house, then moved quickly to the drainpipe and swarmed up to the second floor.

The ledge was only three inches wide. Carefully, he moved out on his toes on the ledge. He clung to the window shutters with his fingers. Between the windows there was a recess in the brick wall about head high. He clung to this and inched toward the second window. As he reached it, the shutter opened quickly outward. Solo slid inside, Lilli Kessler stood there with her finger on her lips. Solo nodded.

He watched her close the window. Then she motioned for him to follow her. He saw that they were in a bedroom. She led him across the room and out into a dim hallway. They moved along the hallway until they came to a small door. She went through the door and Solo followed. Far away somewhere he heard voices—two men talking and laughing somewhere below on the first floor.

He found that they stood in a small room filled with brooms and pails and cleaning equipment.

“This room is not wired. There are two guards downstairs. They don’t remain too alert, since they rely on the shutters and the alarm system,” Lilli said.

“Alarm system?” Solo said.

“I turned it off,” Lilli said. “One of the advantages of being a trusted ‘friend.’ I learned the location of the alarm. I shall have to turn it back on immediately.”

Solo nodded. “Then what?”

“The vault room. It is wired on a special internal alarm. You have the equipment to handle that?”

“I hope so,” Solo said. “Only two guards?”

“They don’t need more, Napoleon. Without inside help you could not have entered at all.”

“Where is the vault room?”

“Behind a secret panel on the third floor. I can operate the panel, but the vault door has the alarm,” Lilli said.

“All right. Go and reset the outside alarm in case they check; then take me to the vault,” Solo said.

Solo waited in the small room full of cleaning equipment. He held his U.N.C.L.E. Special. Not that he did not trust Lilli, but he was a sitting duck in the small room if she wanted to betray him. Moments later she returned. She nodded, and motioned Solo to follow her.

They went along the dim upstairs hallway and up the stairs to the third floor. Lilli led him silently along the hall of the third floor to a door in the interior of the old house. They entered and were in a kind of office. File cabinets lined the walls. There were two desks. Lilli walked to one of the file cabinets and reached behind it. Almost instantly the cabinet swung out, a panel slid up the wall. Lilli stepped back. Solo walked close and studied the steel door facing him.

It was a strong vault, but not an unusual type. It opened by straight double combination without the need of a key. Solo studies the door itself and the frame. The alarm worked, he was sure, by a broken circuit system when the door was moved from the frame. Solo began to take some equipment from his pockets.

“It shouldn’t be too hard if they only have the one alarm,” Solo said.

“I’m sure of that. I’ve had a long time to study it.” Lilli said. “You can open it?”

“We’ll find out, won’t we?” Solo said.

He stood close to the door and went to work. First, he attached a small battery-operated electronic device to the vault door frame. He activated the device.

“For the alarm?” Lilli said.

“It just may keep the circuit closed after the door is open,” Solo said.

Then he took out another small electronic device attached it to the combination dial. Leaning close with his ear, he began to turn the dial. After a moment the electronic device gave a *beep*. Solo stopped, rubbed his fingers, and continued to turn the dial. For a time in the room there was no sound but Solo’s breathing, the dial turning, and the faint *beeps* from the small device. After the eighth *beep*. Solo stepped back.

He smiled at Lilli. “Well, let’s see if the alarm is taken care of.”

He spun the lock wheel, and pulled.

The massive door came open.

Solo and Lilli held their breath.

Nothing happened. No alarms went. Solo smiled at the petite blonde, who smiled weakly in return and sat down at a desk, her hands shaking. Solo stepped into the vault. Lilli shook herself. She stood and joined Solo. The agent searched all the small metal drawers. At last he turned with a tiny spool of microfilm in his hands. Lilli took it eagerly and went to the desk.

At the desk she switched on a light and held the tiny strip of film in front of it. She nodded.

"This is it. It's in some kind of code, of course, but I recognize it," Lilli said.

Solo turned and closed the vault. He locked it, removed his two electronic devices, and joined Lilli at the desk. She handed him the film.

"You keep it, Napoleon. It scares me to even hold it."

Solo took the film—and froze.

The sound came from the door into the room. Solo slowly turned. Lilli covered her mouth with her hand as she stared. Three people stood in the doorway. Two men with the special rifles of THRUSH in their hands, the ugly infra-red scope bulging on top of the rifles. The third was a woman, a beautiful woman with violet eyes who stood almost six feet tall and had her curves in all the right places. The woman also held a gun—an ugly Luger type pistol. She smiled.

"I'll take that film, Napoleon," she said.

"Hello, Maxine," Solo said.

"The film, Napoleon," Maxine Trent said. "Thanks for getting it. U.N.C.L.E. has its uses after all."

Solo sighed and handed the tiny roll of film to the lovely THRUSH agent. Maxine smiled at Solo and Lilli Kessler.

Three

Illya finished serving the wine to the second table of his station, and returned to his spot against the wall. He looked at his watch. More than half an hour had passed. Lilli Kessler had not appeared. Illya bent over his pencil-radio.

"Sonny, this is Bubba. Come in, Sonny. Bubba calling Sonny, come in, Sonny!"

There was no response.

Illya looked toward, where Manfred Burton sat at his special table. The heavy-set THRUSH leader was twirling his glass in his hands and looking into the wings of the stage. The patrons of the cafe were beginning to grow restless. A few were questioning the other waiters. Illya bent again over his pencil-radio.

“Mayday! Mayday! Come in, Sonny! Bubba calling Sonny!”

The receiver was silent.

Illya looked at his watch. Over forty-five minutes had passed now. The people in the Cafe Leider were buzzing with annoyance. The *maitre* was on the telephone, obviously calling backstage. Manfred Burton looked at his watch. The burly man was not a THRUSH leader for nothing. Almost instantly, Burton jumped to the right conclusion—that Lilli’s absence had some danger for him.

Burton stood abruptly and motioned to his men. They all headed fast for the door. Illya abandoned his post and went quickly out the side way and ran up the alley to the street. He reached the small side street as soon as Burton and his men did. The burly THRUSH chief led the dash for his car. Illya did not wait to follow. He knew where they were going.

Illya jumped into his car and drove as fast as possible straight to the old town house Lilli Kessler had identified as Burton’s stronghold. He got there moments before Burton. The house was dark and silent. Illya Kuryakin dashed inside.

The outer door was open. Behind him he heard Burton’s car screech to a halt. Inside, Illya saw the two sprawled guards, and heard the silence. He knew at once that someone else had raided Burton’s house this night, and that that someone probably had Solo and the petite blonde chanteuse.

Illya had no time to see or think anything else. Burton and his men pounded up the stairs and into the house. Illya had just enough time to hide in a closet. He left the door open a crack. He watched the THRUSH men bend over the forms of their comrades. He saw Burton curse and dash up the stairs toward the upper floors. Illya took out his pencil-radio. He spoke very softly.

“Control Central, Waverly direct. Come in, Mr. Waverly.”

The pencil intoned softly, “Yes Mr. Kuryakin?”

“I am inside Burton’s house. It has been raided. No sign of Solo or the Kessler woman. Burton is extremely agitated.”

“Do you have any idea just who the raiders were?” Waverly’s calm voice said quietly.

“No, but I can guess,” Illya whispered. There was a silence. “Yes, Walter Hand, probably. This is most serious, Mr. Kuryakin. The Kessler woman was the best lead we’ve had in this matter.”

“Not to mention Napoleon,” Illya said softly.

Waverly’s voice was curt. “Mr. Solo knows the risks. But it seems to me that the plans are lost to us. That is most unfortunate, Mr. Kuryakin. I—”

“Just a moment, sir,” Illya snapped.

He saw Burton coming back down the stairs. The heavy-set THRUSH chief was in a wild fury. He waved his thick arms and cursed the two men who were just reviving. They appeared to be explaining something. Burton became even angrier. Illya bent over his radio.

It looks like whoever raided did get Napoleon and Lilli Kessler, and the film. Burton is in a rage. I think he is getting ready to go somewhere.”

Waverly’s voice was as urgent as it ever got. “You must not lose him, Mr. Kuryakin. Those plans are vital. We still want to try to destroy the effectiveness of THRUSH in North America. The Kessler woman’s information is most important.”

Illya watched the THRUSH men milling around outside. He could see most of the room through the crack in the door. Their voices had risen, especially Burton’s voice. And Illya clearly hears the name...*Hand!*

“Do you have any ideas, sir?” Illya whispered.

“You’ll think of some way, Mr. Kuryakin.”

“Yes sir,” Illya said drily. There was action out in the room. “I better sign off.”

“Very well, Mr. Kuryakin, but get that film and protect that woman.”

The receiver went dead. Illya clicked off. He watched through the crack he had left open. The THRUSH men were plainly getting ready to move. But how was he to follow them? As if in answer to his unspoken question, Manfred Burton turned to one of his men. Illya opened the door a little farther to hear.

“We’ll need more men for this. Are the new recruits ready up at Kinston Camp?”

“Some of them. Sir,” the assistant said.

“Get them down here fast. Have them flown down to meet us at the airport. We’ll take the private jet. He won’t get away with this! I’ll have his

heart on a plate for raiding me!

Illya waited until they had gone. Then he bent over his pencil-radio again.

“Central control, this is Bubba. Come in central control, transport section. Urgent!”

A cool female voice answered. “Transport section. You have a transport request, Agent Kuryakin?”

“A helicopter to East Seventy-Sixth Street, near the Park. I’ll be on the roof. They will see me. Also, bring a THRUSH uniform, private soldier.”

“Uniform and helicopter. Over and out,” the crisp female dispatcher said.

Illya left his closet and ran up the stairs. He did not stop to look at the room with the open vault. It was imperative that he reach the airport before Burton or the recruits.

On the roof he waited. A few minutes later the helicopter came down and hovered. Illya climbed into the hoisting rig and was raised. The instant Illya was inside and instructed the pilot where to go, the helicopter flew off. Illya struggled into the THRUSH black uniform.

“Land me near the private jet of Burton’s. You know it?”

“I know it,” the pilot said.

Less than a half an hour later Illya stood alone in his THRUSH uniform near the jet. He melted into the shadows under the giant plane. All was silent. He waited alone for two hours. Then he saw the private DC-3 touch down. He watched the young men get out, and saw what he had hoped for—the new recruits all looked at each other with curiosity! Which meant, as he had expected from his knowledge of THRUSH training, that the recruits did not know each other well!

The recruits were marched to the jet and ordered to wait. The leader walked off to report to Burton somewhere. When the leader was out of sight, Illya sneaked into the jet and came out of it, making sure they saw where he came from. He averted his face in the night and beckoned to one recruit.

“You!”

The recruits looked at each other. The one Illya pointed to paled. Like all recruits, they were accustomed to being ordered constantly by everyone.

Yes, you!”

The recruit gulped. “Me, sir?”

“Over here, quick!”

The recruit jumped up and marched to Illya. The others watched. Illya snapped at the recruit.

“Come with me. You’re on a special assignment.”

“But—” the recruit stammered.

“A man will take your place,” Illya said loud enough for them all to hear.

He marched the recruit off into the night. When they were out of sight, he quietly knocked the man out, radioed U.N.C.L.E. security, Section-IV, and told them to come pick the man up. He injected him with a sleep-dart to keep him out for a few hours. Then he took his recruit papers, and returned to the group. He did not join them at once, but waited until the leader came back with Burton and his regular men. The recruits snapped to attention; no one noticed Illya slip in.

Moments later, the recruits filed on board the jet with the regular men. Burton was in his private compartment. The jet took off with Illya sitting in the middle of the recruits and learning that they were going to take care of Walter Hand!

Four

Napoleon Solo paced slowly around the small cell. Lilli Kessler sat against the metal wall. Solo studied the walls and the single door. They were all solid steel, and behind them was the rock of the mountain.

“Do you know where we are, Napoleon?” Lilli asked.

“I have a pretty fair idea,” Solo said. “From the direction, and the time, of that little jet ride we took with my friend Maxine, I’d say we were somewhere in Colorado. Which means in Walter Hand’s headquarters.”

“In the hands of Hand, yes?” Lilli said.

Solo smiled. “You have your sense of humor intact.”

The petite blonde shrugged. “I am not a girl. I have seen much—the Nazis, the Russians, all of them. You learn to have a sense of humor.”

Solo was only half listening as he studied the steel walls. “I suppose you do,” he said abstractedly. “From the way we came in, the sounds, I’d say this is an old mine. We’re in one of the shafts, all redone onto a cozy headquarters and prison.”

“Which means we are lost, no?”

“No,” Solo said. “But it means we could be if we don’t move pretty damned fast.”

“Move? Out of a steel cell inside a mine?”

“Did you tell Maxine who you were?”

“Of course,” Lilli said. “She laughed. Why not? I am a friend of Burton, not Hand, and they have the film. They have the film and both of us. It will be quite a coup for Walter Hand.”

Solo mused. “Perhaps not. This cell is steel, not stone. And there’s air from somewhere, which means there has to be space between the steel and the stone.”

“*Bien*, we dig out with our fingers!” Lilli said.

Solo smiled. “Not quite. We have a running battle with our friends from THRUSH. They know all our tricks, so we invent new tricks. They searched me pretty well, but not quite good enough. See?”

Solo held his hand and carefully peeled off the fingernails! He kneaded them in his palm into a small clay-like ball. Solo showed his real fingernails still intact. Then he bent and pulled a thread from his trouser cuff. He squeezed the thread into the ball.

“Plastic heat-compound. Melts almost anything,” Solo said, and looked at the door. He shook his head. “No, they’ll have the door wired for an alarm. And I think the walls will take us out. Still, better be ready.”

The handsome chief agent began to peel off the fingernails on his other hand. He kneaded them into a ball, pulled a thread from his tie this time, and fused this plastic ball.

“A plastic explosive,” Solo explained. “So there we are. We have a way to melt the walls, and a bomb in case things get out of hand.”

Solo grinned at Lilli. The petite blonde woman stared at him, and shook her head slowly. It was an admiring shake of the head.

“I see I went to the proper people. You are all very expert, and dangerous. I think, perhaps, I should have remained no more than a singer.”

“No you don’t,” Solo said. “Not with so much work to be done to make the world somewhere people can live.”

“No, you’re right, I don’t. I knew what I was doing when I joined Interpol.”

“Are you ready?” Solo asked.

“Yes,” Lilli said.

“All right. Now I’m going to melt a hole into the air duct. We’ll go through and out the other end. There will be registers. I’ll go first with the

bomb, but you come close behind. We don't want to let them separate us, right?"

"Yes," Lilli said, nodded.

"Good, now..."

Solo stopped, warned Lilli to silence. There were footsteps outside the door. The footsteps stopped. The lock clicked in the door. Solo quickly shoved the two small plastic bombs into his pocket. Maxine stepped into the room with two armed guards. The tall, violet-eyed girl smiled at Solo.

"Still here, Napoleon? My, you are slipping," Maxine said.

"You've finally got me, Maxine," Solo said.

Maxine sighed. "I wish I did, but you're incorrigibly one of the good guys. Even if you could accept a bad one like me, they'd never let me have you."

"Life is tragic," Solo said.

"Isn't it? And brief, very brief."

"Is that a hint?" Solo said.

"Not yet, Napoleon. A little interrogation first. Come on."

Maxine waved them both out. Solo followed Lilli out into the corridor. It was steel-lined like the room, but it had all the aura of an old mine shaft. Maxine marched them for some way along bright corridors that hummed with the noise of the air-conditioning. Solo guessed they were quite a distance beneath the ground, yet he could not recall having come down very far when brought in.

Obviously, then, it was an old mine, and they were deep inside a mountain, and the entrance was horizontal rather than vertical. These things were important for any escape, but beyond that, Solo could not find anything that helped. The corridors seemed all identical; there were no doors and no windows.

Still, air was coming in, and where air came in there had to be a way out.

"In here, if you please," Maxine said.

A section of the wall slid open to form a door. This, then was the way all the rooms were entered—no doors, simply sliding sections of wall! Walter Hand had an efficient headquarters. And in the room they entered Solo saw the little THRUSH chief himself.

"Ah, my dear Solo! And Mademoiselle Kessler. How charming!"

The room was probably an office—but what an office! It was an enormous room carved out of the stone of the mountain, but magnificently oak paneled, carpeted, furnished with luxurious furniture and all the comforts, including a giant private bar.

“A drink? Of course. Solo will have Scotch, I think, yes? And the beautiful lady takes, let me see, Pernod *frappe*?”

“Why not?” Lilli Kessler said.

“Good! Paul, the drinks. For everyone, ask what they want. We stand on no ceremony here,” Hand said, his fat little face and body like Hollywood’s idea of a cherub.

Among all the couches and carpets and elegant chairs in the office there was also a mammoth desk, files, a complete communications system, closed circuit and regular TV. Walter Hand had a complete central office. The waiter brought them drinks, and Hand waved his pudgy little hand.

“Sit down, sit down!”

Solo and Lilli sat down. Maxine and her two soldiers sat across the office, alert and ready. The waiter vanished.

Solo had the distinct impression that unseen eyes watched his every move. He was fairly sure he saw eyes peering from various small openings in the walls.

Walter Hand was almost chuckling.

“So, here we are,” Hand chuckled, rubbing his hands. “My dears, what a *coup*! I have the plans we all wanted, and Burton does not! Lost them right from under his nose. I was wondering how to get them, and Maxine tells me you actually got them for her. Wonderful!”

Across the room Maxine Trent laughed. “We could never have gotten into the house if the alarms had been on. Solo and the woman had them turned off! He did all the work on the safe, too.”

Hand roared, his fat face red with effort, his feet off the ground like some small boy at the circus. “What a wonderful caper! Not only the plans and Burton made to look like the fool that he is, but Solo, too! You will make a wonderful gift to THRUSH, Solo! And Miss Kessler,” and the small, fat man beamed at the petite blonde. “Ah, Miss Kessler will be my ace. Yes, she will. Imagine, an outsider let into Burton’s secrets, and then caught betraying him with U.N.C.L.E. Oh, that will do Burton nicely.”

The fat cherub laughed and laughed. Solo watched Hand. At least there was one good aspect: they apparently did not know yet that Lilli was an

Interpol agent. Walter Hand could not stop laughing as he thought about the discomfiture of his arch-rival.

“Can you imagine?” Hand chortled. “Burton lets this outsider know his secrets, even about the rocket plans, and then she turns traitor and brings in U.N.C.L.E. And I, Walter Hand, have to save the day. The whole of North America is as good as mine, in my hand. Oh, I’d give a lot to see Manfred’s face when—”

Solo saw it first in the eyes of the waiter, a kind of shock too sudden to be fear. Then he saw the sudden change in Maxine’s face. The waiter and Maxine were the only two in the room facing the sliding panel door. But Walter Hand could hear, and the fat little man proved to Solo that he was both quick and deadly as his reputation said he was. The faint sound of the panel opening made him reach like lightning for his gun, stand, and turn ready to fire. But he did not fire.

Manfred Burton stood there with ten men, all armed. The burly THRUSH chief did not smile.

“All right, Walter. Now you see Manfred’s face. What are you going to give?”

FIVE

Hand and Burton faced each other in the sudden death-like silence like two vicious fighting cocks, each afraid to make the first move and perhaps expose himself. Solo watched them all carefully. He motioned Lilli behind him.

Hand and Burton each held a pistol. They had each other covered. Maxine and her men were to the right of Hand, all with their weapons ready. Ranged behind Burton were his ten men, all armed and ready, most covering Hand and his people, but two covering the door. They all remained that way for a long two minutes. Then Walter Hand chuckled.

“Well Manfred, it looks like a standoff.”

“I out-number you eleven to four,” Burton said. “I have the corridors and your men outside.”

“True, my dear Manfred, but I have you covered, and you know that I will shoot before they can shoot me. You also know I’m an excellent shot.”

“So am I, Walter,” Burton said.

“Ah, yes, but I also have all you covered by my men in the walls. I’m sure you know that,” Hand said.

Burton looked at the walls. He smiled for the first time. Both Burton’s and Hand’s smiles were as cold, as phony as death masks.

“So, it is a standoff then,” Burton said.

Walter Hand shrugged. “Let’s not be foolish about this, Manfred. Neither of us can trust the other for a second. No, we will have to think of something else. After all, I have the film of the plans.”

“True, but I have you for sure,” Burton said.

“Perhaps,” Hand said. “Tell me, how did you do it? Get in here, I mean.”

“Bribery, Walter. How else? Your men can be bribed, it seems. A bad mark against you!”

Solo sat there and listened to them, but he was thinking fast. If there was to be a way out it had to come now. They had not searched him again. He still had his thermite bomb and his plastic explosive bomb. Still, it would be a desperate chance.

He looked all around the room. The two leaders were still fencing, trying to find a basis for negotiation, some way they could put down their arms and trust each other long enough to work something out which might do it.

Solo knew that Burton's men were watching Hand and his men, and that Hand's men were watching Burton and his men. Even Maxine was watching Burton. For the moment no one was watching Lilli and Solo—except one man. One of Burton's intruders was watching Solo very carefully. Solo looked at him, and looked casually away—it was Illya!

Illya wearing a THRUSH uniform!

Solo touched Lilli, who was seated half behind him. The petite blonde looked to where Solo nodded. She saw Illya. Solo was worried—Maxine knew Illya on sight, and the small Russian was not in disguise. Solo signaled that he was going to make an attempt. Illya nodded and imperceptibly began to back away to cover Solo and Lilli. Solo stood and pulled Lilli up. The chief agent began to circle slowly toward the door.

Solo moved warily, carefully, stopping every few seconds so as not to have his motion attract attention. After a few minutes he was two-thirds of the way to the door. Then he froze. Illya was at the door, waiting.

But Lilli Kessler was not behind him.

Solo turned slowly to look back. Lilli was still standing just where he had left her. Now, as Solo looked, Lilli smiled and suddenly spoke.

“Gentlemen, perhaps I can arbitrate. The guards can remain here, still armed. Manfred and Mr. Hand can put up their guns and go to some definitely neutral spot to talk.”

Manfred Burton stared at the petite blonde. “You! After what you have done to—”

Lilli smiled. “Done? What have I done? No one has bothered to ask me. I was captured by Mr. Solo and forced to take him to your headquarters, Manfred. I am not a brave woman. I do not want to die. What could I do?”

Walter Hand laughed, his fat face shaking. “Come, come, dear lady! Are we expected to believe that? How could he force you to release the alarms from inside?”

“U.N.C.L.E. has ways, Mr. Hand, as I'm sure you know. As a matter of fact he used an explosive implant! It was set to a frequency Solo had. What could I do? And if you want proof, just look at the door, both of you, and

you will see another U.N.C.L.E. agent! They wanted me to escape with them. Instead, I give them both to you!”

Solo had anticipated the sudden switch an instant before it happened. He made a dive for the nearest THRUSH man, knocked him down, and leaped for the door. Maxine Trent was the only one who reacted as fast. The beautiful woman with the violet eyes fired at Illya. Illya fired back. Maxine took cover. Solo threw his bomb. The explosion shook the room, but his aim had been off in his haste and only two THRUSH privates fell.

Illya and Solo were through the sliding door and racing down the corridor. Illya led the way. The small Russian had come in with Burton and knew the way out. They ran along corridors until they came to a turn. Illya led the way around the turn—and stopped.

A panel had come down across the corridor.

Solo and Illya turned.

Another panel slid across the corridor.

A white gas began to hiss from the walls.

Solo took out his thermite bomb and stuck it to one of the panels. He pulled the fuse. The heat bomb flared up.

The gas filled the small space where they were trapped.

Before the thermite could burn a hole, Solo and Illya fell unconscious to the steel floor.

Act III

EVEN VULTURES ARE BIRDS

The first thing Illya Kuryakin saw when he opened his eyes was the face of Napoleon Solo.

Solo blinked as he looked at Illya. Solo tried to move. He could not move. He watched Illya. He could see nothing holding Illya, and yet he knew that Illya, too, could not move. They had used their paralysis formula.

Illya moved his eyeballs to indicate that he, too, had thought the same thing. They were seated facing each other in a dark room on some kind of steel floor. Solo saw that Illya was wearing some kind of coveralls. Solo remembered that the drug did not stop speech.

"We can talk," Solo said.

"You look ridiculous, Napoleon," Illya said.

"I'm wearing coveralls?"

"Two sizes too big."

"What do you think you're wearing?" Solo said.

"They stripped us of everything this time," Illya said.

"Our friend Lilli," Solo said.

"Your friend," Illya said. "I never trusted her."

"Be positive," Solo said. "Think of something."

"It may take a minute," Illya said.

"Perhaps two," Solo said. "You know, I'd say it looks bad this time."

"I tend to agree, Napoleon," Illya said. "Did they get it all?"

Solo moved his tongue. He felt the tooth, the special false tooth that contained a tiny smoke bomb. "No, I have the tooth."

"And I have my scar," Illya said soberly.

The last resort for many U.N.C.L.E. agents was a long, thin scar on the leg somewhere. Under the scar, implanted there as an absolute final resort, was a thin six-inch long needle blade. Illya was one of the agents who carried this last resort weapon. Solo tried to nod, could not move his neck.

"Now if we could only move," Solo said.

"We'd still be locked up. We don't have any escape tools, and this is not a wooden railway carriage," Illya said.

"You have no optimism," Solo said.

"I—"

Illya stopped. His eyes blinked a warning. Both men held their breath. The faint noise came again. Then, as if by some black magic, the door to their cell opened. A voice whispered. "Be very silent, *lieblings!*"

The elegant blonde head of Lilli Kessler appeared in the dim doorway. The petite *chanteuse* came silently into the room. She carried a small black case—and a pistol. She closed the cell door behind her and listened. Solo and Illya watched her. Solo spoke first.

"We have a friend Illya."

"I wonder what she's selling this time, Napoleon," Illya said.

"Probably the Chinese water torture," Solo said.

Lilli came closer. She knelt down on the steel floor and looked at them. She sighed aloud.

"I see I shall have trouble with you, yes? You don't trust me?"

"We don't trust you, no," Solo said.

"For myself, I never did," Illya said.

Lilli touched her heart. "I am desolate! Such lack of trust is shocking. Why would I be here?"

"You'll think of a reason," Illya said.

Now Lilli swore. "All right, you fools; enough of this joking. We have very little time. I will be missed, and so will this drug that releases you. I'm afraid I had to kill the doctor to get it.

She had opened the black case and showed two hypodermic syringes. She raised her skirt and took two more pistols from her stocking tops. Then she looked at the two U.N.C.L.E. agents.

"Well, boys, do you trust me?" Lilli said. "We have no time for games."

"Why did you turn us in?" Solo said.

Lilli Kessler nodded. "A good question. I had to think fast. I admit it was a risk; they might well have killed you on the spot, but I counted on both of them wanting to hand you over to the council. You see, they are each so very anxious to be the boss in all of North America. It has clouded their normally excellent judgment. Everything they do now is a desperate attempt to beat the other out of the top job. They are like madmen."

"You still haven't said why you turned us in?" Illya said.

Lilli shrugged. "Because I was sure you could not make it. I had to use my own wits. I decided you could not escape. There was no time for debate, especially after I saw that Maxine had seen Solo moving."

"Maxine saw me?" Solo said.

“Did you not notice how quickly she shot?” Lilli said. “Of course you did. Well, when I saw her become aware, I had to act fast. It was clear to me that by pointing out Mr. Kuryakin I might regain my status with Burton, and it would be far better to have only two of us in a cell. Once I was trusted again, I could do what I am doing. You see?”

Solo looked at Illya. Illya would have shrugged if he could have moved a muscle. As it was he rolled his eyeballs.

“Do we trust her?” Solo said.

“Do we have a choice?” Illya said.

“No,” Solo said.

“Then we trust her,” Illya said.

Lilli threw up her hands. “Such logic! Magnificent!”

“Are you going to talk all night?” Illya said.

Lilli laughed. She took one of the hypodermic needles from the black case and injected it into Illya’s arm. She grinned at Solo.

“I like to see you helpless, Napoleon. It is a wonderful sight for a woman to see such a strong, handsome man totally helpless. That is what all women really want, you know. A totally weak and helpless man.”

“I’m sure it must be fun,” Solo said, “but get me out.”

Lilli laughed again, and took out the second hypodermic. She injected Solo. Illya was already moving: first his head, then his hands. Finally he stood up. His legs wobbled and he almost fell, but he steadied himself and began to walk, jump, squat to revive the muscles. After a time Solo joined him. Lilli Kessler watched them both.

Illya Kuryakin turned to her.

“How did you manage to get clear of them?” Illya said.

Lilli shrugged. “It was really simple. They are trying to work it out. They took my suggestion, and went alone to some room. It is, of course, a stalemate. I imagine they will try to work together now, but that could be fatal. THRUSH minions do not cooperate well. They are so busy they more-or-less forgot about me. I managed to get to the laboratory and take the antidote. I had to kill the doctor. I stole the guns at the same time.”

Lilli looked at both men. “I know a way out, but it is not easy. It will take all our strength and ability. Also, I think Maxine Trent still does not trust me. She will miss me soon if she has not already. I think we should move with speed, yes?”

“Yes,” Solo said.

“All right, lead.” Illya said.

The two men took the guns, and the three of them moved to the door. Illya and Solo looked down at a sprawled guard. He was quite dead, a thin steel wire around his throat. Illya looks at Lilli with considerable respect. The woman looked at the body of the guard she had killed, and then looked away.

“Come,” the petite blonde said.

She led them along the silent corridor in the direction away from the entrance. They moved down many silent corridors. They saw no one. Then Lilli stopped. She pressed them back against the corridor wall.

Two black-uniformed guards were coming down the corridor.

TWO

The Guards came on, talking to each other.

"They will see us," Lilli whispered. "But to shoot will ruin everything!"

Illya bent and tore at his leg. There was blood. He drew out his long, needle-like blade. Solo reached into his mouth for the tiny smoke bomb false tooth. The two guards were close. They looked up and saw. Solo threw his bomb. Smoke billowed up. Illya leaped through the smoke. There were sharp grunts and a low, faint scream that died as the man died.

The two guards lay on the floor of the corridor as the smoke cleared.

"Good," Lilli said. "Come on. It is not far now."

The two agents followed the petite blonde. A few moments later they stood in front of a small steel door. Lilli Kessler produced the key.

"Interpol trains us in a lot of things," the petite blonde said. Including how to pick a pocket.

She opened the small door and the three of them ducked inside. Solo and Illya found themselves in a low, narrow passage with stone walls and old timber shoring holding up the ceiling. The passage faded off into a murky blackness. The timbers were very old, almost rotten.

"One of the old mine shafts," Lilli said. "The mountain is honeycombed with them. They've been abandoned a long time."

"It looks like a sneeze would bring them down," Solo said.

"There isn't any other way out," Lilli said. "I'm not even sure we can make it, but there is no other way."

"Do you know where to go?" Illya asked.

"Yes, I saw the old map, and I memorized it as far as I could. After that we'll have to use our judgment."

"Come on," Solo said, "and don't sneeze."

They moved slowly and carefully along the dark shaft, their way lighted only by a tiny flashlight Lilli produced. The old timbers shivered and creaked as they passed from the light force of their steps. Dust and rotted wood dust showered down. They picked their way to avoid touching any of the ancient timber shoring. The first passage led for a quarter of a mile through the bowels of the mountain. Then they came to a cross passage.

"Left," Lilli said.

They turned left and moved slowly on. They went like this through many passages, all dark and shored by rotted old timbers. Once Solo brushed a support and it gave way with a rotted crash. The whole tunnel caved in behind them for a distance of fifty feet. Then the shuddering stopped, the dust began to settle, and the rest of the shaft held.

“At least we can’t go back now,” Solo said.

“You always see the bright side,” Illya said.

They moved on until they reached a spot where four tunnels branched. Lilli stopped.

“This is as far as the map went that I recall. It’s up to you men now,” the petite blonde said.

The two men looked at the four tunnels. Solo grinned at Illya. The Russian U.N.C.L.E. agent studied one tunnel after another.

“Any ideas?” Solo said.

“One,” Illya said. “I read it in a boy scout book.”

Then Kuryakin wet his finger and stood just inside each tunnel mouth. He did this twice, wetting his finger before each tunnel holding the finger up. He turned to Solo.

“You try it, Napoleon.”

Solo repeated the operation. He pointed to the third tunnel from the right.

“That one has more air movement,” Solo said.

“That’s what I think. Let’s go,” Illya said.

They went into and along the tunnel. They repeated the same operation three more times at multiple tunnels. It had been a very large mine. The Illya stopped, sniffed, felt the air.

“It’s stronger,” Kuryakin said.

Solo nodded. “I can feel air moving now.”

They moved on with more confidence and came upon the rusted rails of a narrow car track.

“It has to lead out,” Solo said.

They gripped their pistols more tightly and moved with greater caution. At last Lilli pointed ahead. The air had become strong, sucked into the mine shafts. Ahead there was a faint greyness. Light. They inched carefully toward the greyness. They came around a corner, and ahead there was a round circle of light with the rusted tracks leading straight to the opening.

The light was not very bright, merely a circle of pale grey. Solo led the way. They reached the opening and saw the reason for the feeble light. They were lucky. The opening was heavily overgrown. Illya and Solo parted the bushes carefully and peered out.

The entrance to the mine was in the side of the mountain on a wide, flat shoulder of the mountain... The flat area had been turned into an airfield. All around the peaks of the Rockies towered. The entrance to Hand's stronghold was a two-story office building at the edge of the landing field. The building was the main office of his company: Pikes Peak Engineering Company.

"Look, Napoleon!" Illya whispered.

Kuryakin pointed out across the air field. A large four-engined jet-bomber stood on the runway. Even as the two U.N.C.L.E. agents watched, the ground crew completed the work of refueling the jet. Beyond the big jet-bomber there were other hangers.

"What are we waiting for?" Solo said.

The alarm went that instant. A loud, wailing alarm that rolled all across the air field and echoed from the mountains. It seemed to come from far below, and from the distant building of Pikes Peak Engineering Company at the same time.

"They have discovered our escape!" Lilli said.

"Then what *are* we waiting for?" Illya said.

The three came out of the bushes that covered the mouth of the old mine shaft. The jet was about a hundred yards away. There seemed to be no one around it. Far across the field men were milling near the big low building that camouflaged the entrance to the secret stronghold of Walter Hand.

Solo, Illya and Lilli Kessler walked casually but as fast as possible toward the jet. The air field was completely open and exposed, and they felt like naked people as they walked on toward the silent jet. Guard vehicles were fanning out from the main building. Solo, Illya and Lilli reached the jet.

A figure appeared in the doorway of the jet. The black figure had a rifle.

"Who the hell—"

It was a mistake. Illya shot the man out the door. Illya stood under the door, his back bent. Solo vaulted onto his back and up through the door. There were two shots inside the jet. Solo appeared at the door.

"He was first, but I was best. There were only two men, Lilli!"

Illya bent again. The blonde climbed onto Illya's back. Solo reached down and hoisted her up and into the jet. Then he reached down for Illya. The nimble Kuryakin held Solo's hand, jackknifed, and swung in the door.

Inside the jet, Solo went forward to the controls.

Lilli looked out the side window.

"They've heard the shots, I think," the girl said quietly. Illya looked out. Vehicles were racing from the low main building. Men were running far behind the vehicles. Forward, Solo worked on the controls. Illya looked around the interior of the jet. Then his eyes flashed. It was a bomber-and it was fully armed! Machine guns and small cannon were fixed on the gun mounts. Illya ran to the nearest machine gun mount, cocked the gun, and peered toward the racing vehicles that were already shooting.

The engines whined and coughed into life.

Bullets slammed into the big jet. Illya opened fire. One of the vehicles was hit instantly and slewed madly across the field to overturn and burst into flame. The others came on. Illya fired at them. The big jet began to move. Solo taxied it slowly for a hundred yards, while Illya continued to hold off the pursuers. Then he gunned the engines into full life and the big jet roared down the runway. Moments later it was off, climbing steeply, the wheels up.

On the ground the pursuers stood staring up at the big jet as it climbed out of range. Illya stopped firing.

Three

The big jet bomber cruised high as Napoleon Solo checked his bearings. The mountains were all around them below. Far off to the left was the city of Denver spread out in the afternoon sun. Solo banked sharply, and turned the giant aircraft toward the east. The tanks were full of fuel; the jet was cruising smoothly.

Ten minutes later Illya saw the fighters.

"Bandits. Ten o'clock high!" Illya shouted.

Solo, at the controls looked out and up. Three jet fighters were dropping down out of the sun. They looked like old Air-Force Sabre jets. They had no markings. They made a pass over the big bomber, and the leader wagged his wings in a signal for the big jet to turn and go down. Solo made a sharp turn and began to evade.

"THRUSH?" Illya called.

"Looks like it!" Solo called back. "Can you handle them?"

“I can try,” Illya shouted.

“So can I,” Lilli Kessler said. The petite blonde took position at a cannon mount. She smiled at Illya. “I told you that Interpol taught me many strange skills, my little Russian.”

In the air the gun mounts were completely motorized and electronically controlled. Illya Kuryakin sat at his machine-gun mount. Lilly took her place at the seat of the cannon mount. At the controls, Solo checked the rocket firing controls. They showed that the jet had no rockets in position.

“No missiles!” Solo called.

“They won’t have any either,” Illya said.

“Here they come, gentlemen!” Lilli cried out.

The three jet fighters had turned and made their second approach firing. They came again out of the sun, the pilots showing considerable experience. They were not armed with missiles, only with cannon and machine-guns. They were also not that experienced. In their first pass they hit nothing. Neither did Illya or Lilli.

The third pass began from below. The pilots in the jet had no stomach for too much opposition. On this pass two cannon shells struck the big jet but at no vital place. Illya tracked one past. Five hundred feet from the big jet the fighter-jet exploded. The seat ejected but the pilot sat slumped and dead as his chute opened and he drifted down.

The jets made one more attack. They hit nothing in their haste. Lilli knocked one out of the sky with a burst of her cannon. The pilot ejected safely and floated down slowly down. The single remaining jet turned and escaped.

“Interpol taught you well,” Illya said to the blonde singer.

“They were very thorough.” Lilli said.

Solo tested to be sure that the big jet was unharmed. It was. They flew on toward the east at six hundred miles an hour. Illya came and sat in the co-pilot’s seat beside Solo.

They’ll try again. At least once,” Illya said.

“Yes,” Solo said. “I’ll try to bring it down somewhere they won’t expect.”

Solo finally brought the jet down at the abandoned military airport on Long Island. The three of them escaped from the jet unseen. But THRUSH tried again.

FOUR

Solo and Illya knew the instant the car they had ‘borrowed’ reached the street of U.N.C.L.E. headquarters that something was wrong. A silent car was parked directly across the street from Del Floria Cleaning and Tailoring shop. A pair of lovers stood in the streetlight, talking and kissing. Two drunks slumped against a building on this side of Del Floria’s.

“Drive on,” Illya said. “But slow and let them see us.”

Get down, Lilli,” Solo said from behind the wheel.

The blonde got down. Solo drove slowly so that he and Illya were clearly visible. As they passed under the light of the street lamp, the lovers jumped apart. Pistols appeared in their hands. Solo jammed down the accelerator and the car jumped forward. He reached the corner, and skidded around on two wheels.

Behind them, the two lovers and the two drunks ran for the parked car. Illya Kuryakin looked back.

“Let them see us Napoleon.”

“Right. Plan nine?”

“Plan nine,” Illya said.

When the other car came roaring around the corner, Solo drove away again at full speed. He led the car a chase, carefully heading for a specific street.

“Now!” Solo said sharply.

“Hang on, Lilli!” Illya said.

Solo suddenly pushed the gas pedal all the way to the floor as he rounded a corner. The car shot ahead. Solo jammed on the brakes. The three of them jumped out. Illya and Solo led the way to an alley. The other car came around the corner just in time to see the three enter the alley. It screeched to a halt, slewed across the street, and came to a stop near the mouth of the alley. All five jumped out with their guns drawn and ran into the alley after Solo, Illya and Lilli.

In the alley, the three reached a high wall. They stopped long enough to fire a round at their pursuers. Then they vanished into the wall.

The five THRUSH agents ran to the wall. They looked at each other. They never saw the silent men who came out of the buildings on both sides through doors as secret as the door in the wall.

The sounds that filled the alley now were low and soft, like the sound of a sharp spit, the *pfft, pfft* of escaping air.

Three of the five THRUSH agents fell without knowing what had hit them. One managed to turn and see the silent men before the dart struck him in the neck and he collapsed to the stones of the alley. The fifth got off a shot. The shot went wild into the night. The last THRUSH agent fell and lay still.

The men of U.N.C.L.E. Section IV (Security and Communications) gathered around the fallen THRUSH agents. They swiftly picked them up and carried them into the buildings. The THRUSH men were not dead, only drugged by the sleep darts. There would be long sessions of questioning.

Moments later the alley was as peaceful as it had been.

Alexander Waverly looked up as Solo, Illya and Lilli Kessler came into his office. There were those in U.N.C.L.E. who swore that the chief never slept. He always seemed to be there. Waverly himself could have explained that his years of espionage work had trained him to sleep in catnaps whenever there was time. But Waverly never explained anything. Now he filled his pipe and nodded as his two agents and the woman singer sat down.

“So you escaped,” the bushy-browed Section-I member said. “Good, even though you had to use Plan Nine. Incidentally, we will get nothing from those five. Typical THRUSH agents. No fingerprints, no papers, no knowledge of anything beyond their immediate assignment.”

“The jet?” Illya said.

Waverly looked for a match. “Nothing there either. We did learn one small fact: the THRUSH agents you led into the Plan Nine trap were from some foreign unit. They were neither Hand nor Burton’s men. Which means that THRUSH is getting tired of the flim-flam over here.”

“It could shake up the entire North American operation,” Illya said eagerly.

“Precisely,” Waverly said, locating a match. “It seems that part of our plan is working. The problem is that one or both of them still has the rocket

plans. That could re-instate them. It was unfortunate that you had to leave so hastily from Hand's stronghold."

"We didn't have much choice," Solo said.

Waverly lighted his pipe. "No, I suppose not. Well, what do we do now?"

Lilli Kessler smiled. "We go back and get the plans. What else?"

Waverly held his match suspended in the air as they all looked at the petite blonde singer. He returned to lighting his pipe. When he had the pipe going well, he blew smoke into the air of the quiet office.

"Just how do we go about it, Miss Kessler?" Waverly said.

Simple," Lilli said. "The meeting with THRUSH council will be held in San Francisco. I heard them say that while I was in Walter Hand's stronghold."

"Go on," Waverly said.

"Well, we must go to San Francisco and be at that meeting!"

Waverly smiled. Illya and Solo looked at each other. Solo leaned forward and patted the knee of the petite blonde. He smiled soothingly.

"Lilli, we don't know where the meeting will be held. We aren't likely to get an invitation," Solo said.

"I suppose we could stake out the San Francisco," Illya said, looking at Waverly. "At least we know the city. We could watch for Hand and Burton, and trail them."

Waverly nodded thoughtfully. "Yes, I imagine we could. But it would be a risky business. We'd need all the men we could muster. Even then, Burton and Hand are unlikely to come walking openly now that you two have escaped."

"Especially now that Lilli has escaped," Solo said.

The petite blonde snorted. "What then *lieblings*, do we give up? Do we say, *pfft!* There is no chance?"

Waverly considered the blonde singer. "You sound like a woman with an idea, Miss Kessler."

"Of course I have an idea!"

"Very well, enlighten us," Waverly said mildly, blowing smoke into the quiet room.

"It is so simple! I have embarrassed them, yes? They will want me more than they want Solo or Kuryakin. Particularly will Burton want me now; I

am a black mark against him. In THRUSH results count.”

“True,” Solo said. “So what do you have in mind, Lilli?”

The tiny blonde shrugged. “I am, as it happens, booked into San Francisco as my next engagement. It does not seem strange, yes? They will find me. When they do, and they take me with them, Napoleon and Illya will follow.”

There was a silence. Solo did not look happy. Illya and Waverly were thinking. Waverly shook his head.

“It is awful risky, Miss Kessler,” Waverly said. “Besides, they might not bother with you at all.”

“Perhaps not,” Lilli said, “but I think they will for this!”

She held up a thickly folded piece of paper. She unfolded it and showed that it was a list of names. She smiled.

“When I borrowed the antidote and the key, I also borrowed this list. It is what I have been after—a list of THRUSH couriers in this country.”

Waverly stared at the list. “They will know you have given it to us.”

“They will not be sure,” Lilli said. “Especially if nothing happens to their couriers for some days, and if they learn that I am Interpol, which I think they will by now. THRUSH, too, has its ways of learning such things when they know what they want.”

Illya Kuryakin shook his head. “They will suspect a trap.”

“Why?” Lilli said. “What reason could they think of to account for U.N.C.L.E. not using the list? To make them think I had not given it to U.N.C.L.E.? All right, why? I mean, what does U.N.C.L.E. gain by making THRUSH think I did not hand over the list? What do you gain by exposing me to danger? They won’t imagine that it is simply to find where the meeting is.”

Illya leaned forward. He watched the woman. Then he looked at Waverly. “She’s right, you know. THRUSH would be wary, but they really couldn’t suspect. It would be much more logical for them to think Lilli is holding out on us. It would be impossible for them not to take the chance that Lilli did not turn it over. They almost have to find out by contacting her.”

Waverly puffed on his pipe. “It may be the only way.”

Solo protested. “But the danger! They might kill her right on the stage.”

“No, I know them too well. Burton will want to deliver me,” Lilli said.

“You’re sure, Miss Kessler, that you want to do this? You don’t have to. As Mr. Solo says, there is great danger,” Waverly said.

“Can you get the plans otherwise?”

It would possibly be the best chance,” Waverly said.

“Then, *voila*, it is done!” and Lilli smiled. “Anyway, I will have the two strong men protecting me, yes?”

“We could only protect you up to a point, Lilli,” Solo said. “After you go out of the that club with them, we can’t do much,”

“It will be enough that you can protect me in the club.” Lilli said. Again she smiled. “Once I am with them, I can handle them myself.”

“Yes,” Waverly said, “I’m sure you can. Well, then, I think we are forced to accept your offer, Miss Kessler. We will, of course, equip you with various homing devices. There is a certain danger of discovery, but less, I think, than if Mr. Solo and Mr. Kuryakin lost you.”

“I agree. I will be sure they do not find the devices. You have good ones, I trust?”

Waverly smiled. “I believe we do.”

“And I can hide them,” Lilli said. “I do not dress so well, or wear so much jewelry for nothing.”

“No,” Waverly said. “Well I suggest that we all get to work. If you will be so kind as to come with me to our laboratory, Miss Kessler, I think we can start fitting you out. In the meantime Mr. Solo can arrange for the transportation, and Mr. Kuryakin can begin to study the layout of the club you will sing in. What is the club?”

“The Barbary Parrot,” Lilly said. “Such names they have!”

“Good,” Waverly said. “Perhaps we will get that film, and do a little damage to THRUSH in North America after all.”

“I hope to do a great deal,” Lilli said.

“Yes,” Waverly said.

The chief led the petite blonde from the room toward the laboratory. Napoleon Solo went to transport section. Illya Kuryakin contacted files to get a complete floor plan and detailed description of The Barbary Parrot.

FIVE

The Barbary Parrot was a cellar nightclub on the edge of North Beach. It was one of the newer clubs that had grown up with the glamorization of the beach. Lilli Kessler's picture was prominent outside. The petite blonde was an attraction wherever she went, and San Francisco was no exception. People went down the stairs noisily, excited by her return to the city on the Bay.

Inside, the club was a large room with brick walls, bare brick. The bar was to the left as you came in, and if anyone had noticed they would have seen a handsome young man there every night when Lilli Keeler sang. He looked like one of the hundreds of rising young executives that frequented such clubs in San Francisco, Proud of their city and jealous of New York.

If anyone had really watched, they would have seen the young man leave his seat every time Lilli Kessler left the stage. Unseen by anyone, the young man, who was Napoleon Solo, took up a position in a broom closet whenever Lilli was in her dressing room.

From the closet he could see the door of her dressing room, and the stage door.

When Lilli was on stage, another man could be observed, if someone had X-ray eyes, watching the entire room from a hidden vantage point behind the brick wall at the rear of the stage. A small hole had been cut in the wall. Illya sat on a ladder with his U.N.C.L.E. Special in his hands the whole time Lilli was performing.

For two days the people entered noisily, and sat in silence. There was a magic in the presence of the petite blonde *diseuse* on the stage, on any stage. There was a spell in her movements, the small motions of her eloquent hands, the way she leaned on the piano and sang to each single person in the crowded room as if they were alone in some silent and dim room at the farthest edges of the world.

There was more than magic in the smoky voice. No matter what the language, or whether they could understand her or not, they felt that the throaty voice, the soft lyrics, were for them alone. Sometimes she closed her eyes and sang to the dim light itself, and in the audience they closed

their eyes and went with her. Few noises broke the spell, and many even forgot to drink.

Two men on the second night neither shut their eyes nor forgot to drink. Solo had seen them the instant they entered. They did not come in eagerly and with noise. They came in silence and sat in silence, but they did not listen to the smoky songs of the far-off cities of the world, nor were they under any spell. They carried small black cases, and they watched Lilli Kessler.

Solo watched them. But the two men did nothing all through her singing. They did nothing during her first intermission. They did nothing at all during her second stint at the piano. At the end of the second session, Solo saw them move and he became aware of a man and a woman standing in the shadows in the rear of the crowded dim room. It was Maxine Trent and Walter Hand! The fat little man was watching the stage. As Solo watched, Hand touched Maxine's arm. Maxine stepped forward and walked to the two men. She whispered to them.

Maxine walked back to Walter Hand. The two men stood and worked their way forward, one at each end of the stage. Lilli finished her last number, bowed, blew her kisses to the wild applause. She turned and walked stage left. One of the two men had his small black case pointed nonchalantly at her. The man spoke low.

"Miss Kessler, would you honor us by sitting at our table?"

Lilli shook her head, "I'm sorry. I—" She had seen the small black case. She looked behind her and saw the other man at the other end of the stage. The first man was humble. "I understand, but Mr. Hand remembers you from the old days in Vienna. Surely you can make an exception. It would please Mr. Hand so much."

Lilli hesitated only for the briefest second. Illya on his ladder behind the wall, and Solo at the bar, were alert. They could have shot the men down with sleep darts, but that was not the plan. Lilli smiled. It was clear that THRUSH was not going to kill her on the spot.

"Mr. Hand? Vienna? Of course! For him I will make an exception. I even have some old papers he would like to see, but, alas, not with me. You understand?"

"Of course," the man said. "But you will join us?"

No one else in the room had noticed a thing. To any stranger, the polite man with the black case was making a friendly invitation, nothing more.

The people had watched for a time because they adored Lilli, but when she came down and walked with the man they went back to their affairs.

Lilli Kessler reached the table and sat down with the two men. They all ordered a drink. Walter Hand joined them. When the drink came, Lilli excused herself. But she did not walk to the ladies room. She walked back to where Maxine stood. She went out with Maxine. Moments later, the two men and Walter Hand got up and walked out. Solo had slipped out after Lilli and Maxine. Illya came out after Hand and his two men.

Hidden on the quiet North Beach street there were other U.N.C.L.E. agents. But the THRUSH people made no attempt to harm Lilli. They simply put her into a large black car and drove away.

Solo and Illya were in their own car. Illya turned on the instrument that tracked the homing devices. The two agents waited until the black car was out of sight. Then they drove off after it, with Solo driving and Illya watching the dial of the tracking unit.

ACT IV

SING ALONG WITH THRUSH

The building was at the edge of the bay in Oakland. It was a large, squat, windowless building of the type seen on all waterfronts of the world—a warehouse at the land end of a long pier. All around it there was nothing but other warehouses, darkness, silence and the soft lap-lap-lap of the water of the bay.

The bridge towered in the distance, a blaze of lights high in the damp sky. Far off was the other bridge, the famed Golden Gate Bridge. But it was the near bridge, the long Oakland Bridge, that Solo and Illya had come across, led by the homing device somewhere ahead on the diminutive person of Lilli Kessler.

The homing signal had led them to this looming, squat building at the edge of the water. A rusty freighter was tied up at the end of the pier. It was as dark as the windowless monolith of the warehouse in the night. Napoleon Solo pointed to the freighter's superstructure. What looked like a rusted tangle of wire was in reality a highly modern radar device.

"That freighter is more than it seems,": Solo said.

"So is this warehouse," Illya said drily. "The question is, how do we get inside?"

"We follow Lilli," Solo said.

"After you," Illya said.

Grinning, Solo led the way out of their car, hidden out of site from the warehouse, and moved silently through the dark and deserted night to the shadows. Illya came up behind, carrying a small, portable tracking unit. The signal was strong.

"She's just ahead," Illya whispered.

"So far she was right—They are taking her in alive," Solo said.

"So far doesn't count in a matter like this, Napoleon," Illya whispered.

"There is your gloomy Russian soul," Solo whispered.

"I suggest we move on," Illya said.

Solo moved ahead. They came around the corner of the warehouse and saw the black car. There was no guard. Solo crept slowly along with Illya following. They reached a set of low steps that led to a door. Solo went up the stairs and inspected the door while Kuryakin covered him.

“Alarm,” Solo whispered.

“The broken circuit kind?” Illya said.

Solo nodded and reached into his pocket. He brought out the electronic device he had used on the door of Manfred Burton’s vault. He attached it to the door frame. It was the work of only minutes to pick the lock. Solo opened the door. No alarm had gone off.

“Remind me to thank the lab boys for that circuit closer,” Solo said.

“If we get out, I will,” Illya said.

Inside the door the two agents waited for a few minutes until their eyes became accustomed to the darkness inside. After the few minutes they saw that they were standing on a raised platform above a flight of wooden stairs. Below on the floor of the warehouse there were rows and rows of large crates piled almost to the ceiling that towered two stories above.

Solo led the way down to the warehouse floor. There was no hint of light anywhere. Illya Kuryakin bent over his tracking unit. He pointed directly ahead. Solo nodded, and the two agents began to glide silently along the dark aisle between the piles of crates. They seemed to walk softly for a long time. At last they came to the end of the piles of crates. They looked ahead and saw absolutely nothing.

They came to the far end of the warehouse. There were no rooms, doors or offices. Illya and Solo looked all around. The tracking monitor showed the signal to be close. Illya moved the small instrument around in a circle.

“Not outside,” Illya said. “It seems to locate her very close to here.”

Solo looked up and down. He looked up again. “The next floor? This warehouse must have about five floors.”

Illya shook his head. “It doesn’t seem like it. I—”

Illya stopped. His wary eyes had seen the door. It was a heavy fire door, with a lever lock, that was like all such doors in warehouses. It had the red light over it, and should lead to the street. Illya stared at it.

“Do you remember a door outside, Napoleon?” the small, blond Russian said.

Solo looked at the door. It was set in the wall near the rear of the warehouse. The two agents walked softly to the door, then looked back

along the whole side wall. Four more tiny lights glowed all the way back to the front of the warehouse.

“Five,” Solo said. “I thought there were only four.”

“So did I,” Illya said.

The two men inspected the door. It seemed like no more than a normal fire door. Illya studied his tracking monitor.

“She could be somewhere inside there.” Illya said.

“The wall is thick,” Napoleon Solo said.

Illya glanced around, his eyes narrowed beneath his lowered brows. “Have you noticed that there are no guards, Napoleon?”

“I noticed,” Solo said.

“Which means that they are not worried about anyone being in the warehouse.”

“And THRUSH is always careful,” Solo said.

“So the warehouse itself is only a cover. The real THRUSH installation is somewhere else. Like through that door and—”

“And down below,” Solo said.

Illya nodded. “That is what I think. The door will have an alarm, and there will probably be guards on the other side.”

“They have to have light and air,” Solo said.

“Light!” Illya said. He turned and began to walk carefully around the walls of the silent warehouse. The crates towered into the gloom above. Solo followed.

They found the fuse box on the wall near the door they had first come in through. Illya opened the box. He pointed to a large fuse.

“Master fuse for a high-voltage line,” Kuryakin said. “I thought they would have a line like that to operate their electronic equipment.”

Solo began to follow the high-voltage cable. It led them back toward the fifth door. It ended about halfway along the wall toward the fifth door. There was a metal cover plate in the stone wall of the warehouse. Without more words, the two agents removed the cover plate. They revealed the opening areaway just big enough for one man. It was the service crawlway. Illya went first.

The crawlway paralleled the warehouse floor for some distance. Then it angled down. Illya crawled ahead with Solo close behind. After a time, the crawlway straightened out again, running once more horizontal. The two

agents crawled on. Twice they heard footsteps close below them, the heavy footsteps of booted feet.

At last the crawlway ended in a sharp down turn. There was a narrow ladder. They went down the ladder and found that they were in a closet where the power lines went into a main box and came out in many smaller lines.

They listened but heard no sound beyond the door. Illya opened the door a crack. The grey-painted steel corridor was empty. He opened the door farther and peered around. The grey corridor was empty in both directions. The two agents emerged from the closet and listened. There were voices to the left. The tracking monitor showed that Lilli was in that direction.

Solo led the way cautiously along the corridor. The voices grew louder. They reached a door. By their calculations they were now beyond the warehouse and beneath the pier. There were quite a few voices talking beyond the door, some very loud. Illya pointed up at the ceiling of the corridor, Solo looked up.

The corridor, in fact the entire hidden installation, was of the ultra-modern type that builds walls and ceilings of steel panels away from the actual retaining walls. The ceiling especially is a *hung* ceiling, quite a distance from the real ceiling. In the space between there are the air ducts, the wiring, the water lines, all the necessary utilities. It was obvious from the light fixtures that this was such a ceiling—the fixtures were flush-mounted in the ceiling panels.

Illya had pointed to a recessed panel, an opening into the space between the hung ceiling of the corridor and the actual load-bearing ceiling. Solo nodded, and bent.

Illya climbed onto Solo's back, pushed open the panel, and hoisted himself up. He leaned down and helped Solo up and into the space between the real and the false ceilings.

Below in the corridor someone was coming. Illya got the panel closed just in time. The guard passed below, stopped outside the door, turned, and patrolled back the other way.

The two agents breathed again. Illya moved very slowly ahead. The two men saw a faint light and heard voices. They crawled very quietly until the voices grew loud and clear. They lay just behind a large grille. It was the ventilation grille and from behind it the entire room was visible. It was a

large room full of electronic equipment, desks, files and an elegant conference table.

It was also the room where Lilli Kessler stood facing a very tall, emaciated man in a business suit. The man had on glasses and wore a pencil thin mustache.

He also held a pistol trained on her.

TWO

Lilli was smiling at the cadaverous giant. Napoleon Solo and Illya Kuryakin had their Specials out and ready.

“Shall we go around once more Miss Kessler?” the emaciated tall man said in a voice that was light and almost effeminate. The glint of the eyes behind the dark glasses was not effeminate.

“What else can I tell you? I did not give the list to U.N.C.L.E. Why should I? I have it safely hidden. But if anything should happen to me, it will go to U.N.C.L.E., yes?”

The emaciate man laughed lightly. “A hollow threat, Miss Kessler. Surely you know we will change all our couriers the instant you are dead. Do not try to blackmail me!”

The eyes of the cadaverous giant flashed behind dark glasses. Solo and Illya looked at the others in the room, Maxine Trent and the two silent men from *The Barbary Parrot*. There were also Walter Hand and Manfred Burton. The fat little Hand was sitting at his ease. The heavy-set sub-leader seemed tense as he watched the emaciated man and Lilli Kessler. It was Burton who spoke.

“Why did you take the list, Lilli? Why did you help them to escape?” Burton said.

Walter Hand snickered. “Really my dear Manfred, isn’t it obvious? The good lady fooled you all the way. She brought U.N.C.L.E. into this, and then she fooled us again with that act of helping to capture them.”

Lilli turned, smiled at Hand. “Really, Mr. Hand? Then what am I doing here, eh?”

Hand waved a pudgy hand. “Really, Council Member Z, do we have to go on with this farce? Dispose of her now, and let’s get to business. I admit that both Burton and I have equal claim to the microfilm plans for the rocket, but I think I have proven more competent. I did not allow a traitor to almost ruin our entire operation, as Burton did.”

Solo and Illya, hidden behind the ventilation grille, watched the tall, emaciated man. So this was a member of the infamous THRUSH council. This was Council Member Z. Who he really was they did not know but they knew he would prove to be some man high in some nation of the world. His

voice had no accent. He could be from anywhere. Both of the agents memorized his thin face as he waved his pistol arrogantly.

"I will decide who is efficient and competent, Walter," Council Member Z snapped. "Burton has been heavily remiss in allowing this woman into his confidence, as well as by allowing U.N.C.L.E. and your own men to gain access to his files. However you have also been remiss and lax in allowing Burton to invade your headquarters, and by losing two U.N.C.L.E. men when you had them!"

The fat man went pale as Burton. "Yes, Councilman Z."

The emaciated Councilman Z now turned to look at Lilli. His eyes again flashed behind the dark glasses. "I believe you were about to explain something, Miss Kessler?"

Lilli shrugged. "I asked what I was doing here. You see I mean, I wanted to know if you had considered why I had allowed you to take me?"

"Allowed?" Councilman Z said.

"Of course, allowed. Do you think I did not expect that you would come for that list? Do you think I had to come to San Francisco?"

Councilman Z nodded, "Go on, Miss Kessler."

"Don't you see? I was telling the truth about events in New York. Napoleon Solo forced me to help him break into Burton's vault. I knew Kuryakin would arrive, and I betrayed him for you. But I knew I was not completely trusted. So I stole the antidote, the key, and the list. The list was for protection. I knew I was safe as long as I had it. The key and the antidote were to free Solo and Kuryakin. You see, I knew I would need their help to escape finally from Hand's stronghold."

"And you wanted to escape because you did not trust Hand?"

"Exactly. It went very well. Solo and Kuryakin got me out safely. And now I am safely here. Burton and Hand are fools; they would have killed me on sight. But you are much more intelligent. You will wait until you know more."

Councilman Z nodded. "So I will. Haste causes many errors."

"And stupidity," Lilli said.

"And you are not stupid, Miss Kessler?" Councilman Z said.

"No, I'm not stupid."

The tall emaciated Councilman Z nodded slowly. "I believe you. But if you allowed us to capture you again, you must have had a reason. Perhaps you will tell me what that reason is?"

Lilli smiled. "I think you will find out, Council Member."

"Ah?" Councilman Z said, arching an eyebrow. "Well, then, since we have you and you cannot escape, suppose we get on with the main task of the evening. Which one of you gentlemen has the microfilm?"

Burton spoke sourly. "Neither of us. We agreed to give it to Agent Trent to carry."

Councilman Z turned to Maxine. "The film please, Agent Trent."

Maxine handed over the film. Councilman Z took it and went to a desk. On the desk a microscope was set up. Councilman Z placed the first frames of the film under the microscope. Behind the grille, Solo and Illya watched.

They were ready to make their move the instant Councilman Z attempted to leave the room. Surprise would be on their side, and they would have to fight their way out with Lilli. By now, other U.N.C.L.E. agents should be closing in on the warehouse.

Councilman Z peered into the microscope, and then straightened up. "It is in code, of course."

Councilman Z barked an order. The two silent men went to a large object that had been covered by a dust cover. Solo and Illya behind their grille up near the ceiling of the room saw the instrument that had been uncovered. It was the THRUSH Ultimate Computer! Or, it was one of the models. A super computer of such an advanced design no other could come close to matching its functions. Councilman Z carried the film to the machine.

"The computer is coded for this code, of course. Bartz sent on the details of the coding system before he died. It was only a matter of locating the microfilm itself. It is unfortunate that we were caused all this trouble by the death of Bartz."

"But we got back," the fat little Walter Hand said.

Burton snorted. "I got it back, Hand! I located it, not you. Oh, you stole it from me, yes. But I located it!"

Councilman Z snarled. "Stop this childish bickering! We have it, and small credit to either of you! No wonder Bartz would not recommend either of you!"

The two sub-leaders lapsed into a surly silence. Maxine Trent was watching Burton. The two silent men were watching Walter Hand. The tension could almost be cut with a knife. In THRUSH everyone had to be on guard, even when with fellow THRUSH agents. Councilman Z glared at

both the sub-leaders and bent to fit the tiny roll of microfilm onto a miniature spindle. He stepped back and started the computer.

The tiny roll of film moved through with maddening slowness. It had to move slowly so that the computer could translate its coded information onto a card, including the details of the drawings. In the room the silence was total. Up in the ceiling Illya and Solo held their breath.

It was so silent in the room that even their very light breathing might be heard. The only sound was the faint hum of the computer as it scanned the film and made its translation of the coded details. The film moved on its spindle. The machine hummed.

Then there was a faint click and a blue light glowed on the face of the computer.

A card dropped out.

Councilman Z went slowly to pick up the card that held the information on another strip of film equally small. The thin giant carried the card to the microscope. He adjusted the scope and peered in. He peered for a long time, pushing the entire card through the microscope.

Then he straightened up. He looked at them all. A towering skeleton with eyes hidden behind the dark glasses.

“Gibberish!” Councilman Z said. “Complete gibberish!”

Manfred Burton jumped up. “Impossible!”

Councilman Z glared like a maddened lion all around the room. “There is nothing on that film but nonsense!”

The high laugh of Walter Hand echoed through the room.

THREE

Manfred Burton was paler than death. He almost swayed as he crossed the room and snatched the card from the hand of Councilman Z. Burton pushed it under the microscope, twirled the dials, peered in, twirled again, and. Slowly, stopped moving. He looked up.

“It’s impossible!”

“Is it?” Councilman Z said ominously.

That is the roll of film Bartz had!” Burton shouted.

“No, that is not the roll!” Councilman Z thundered. “I have the proper code. That is not the roll. What did you do with the real roll?”

“I swear this is the roll!” Burton cried.

“U.N.C.L.E.!” Walter Hand said suddenly. “When Maxine found that film it was in Napoleon Solo’s hands! He must have switched—”

Councilman Z looked scornful. “How could he? Surely your men searched him? Another roll of film would have been found.”

“Well—,” the fat THRUSH sub-leader began.

Burton interrupted him. “That is the roll! My mark is on it! I marked it the moment I took it from Bartz. He needed his heart medicine. I made him give me the film, and swear it was real, before I gave him the medicine. He was frantic. I took the film when he asked for the medicine. I was sure or I wouldn’t have let him—”

Burton stopped. They were all staring at him. The heavy-set leader blinked, looked at them all. Councilman Z was staring hard. Now Councilman Z spoke in a soft deadly voice.

“You were with him? You let Bartz die?” Councilman Z said.

Burton blinked. “I—No, of course. I mean—”

“You let Bartz die! You withheld the medicine!” Councilman Z roared.

Burton snarled. “He was old! His heart was bad. But he wouldn’t let me take over! No! He wouldn’t recommend me to—”

The single shot rang out in the closed room. The echoes bounced from the walls. The second shot of Councilman Z’s pistol sent Burton sprawling over in a heap. The heavy-set sub-leader lay in a pool of widening blood. He was dead. Walter Hand laughed.

“I knew he was a fool,” the fat little man said.

Alarms were clanging. Feet pounded outside the door. The door opened and five THRUSH security guards dashed in, led by a security sergeant. They had their weapons out. But they froze when they saw the emaciated council member holding the pistol. Councilman Z motioned contemptuously.

“Take him out!”

The security soldiers dragged the body out into the corridor and the door closed. Walter Hand rubbed his fat little hands. He was beaming, but he was also serious. Now he nodded to the tall council member.

“I’ll find the real film. That leaves only me. I am the new head of North America. I will start to find the real film at once.”

It was Lilli Kessler who now spoke. The petite blonde moved out to stand in front of Councilman Z. She smiled.

“There is no need to look,” Lilli said.

Hand whirled. “What the devil do you—”

“You have the correct film of the rocket plans,” Lilli said.

Up behind their grille, Napoleon Solo and Illya Kuryakin looked at each other. They released the safeties on their Specials. What was happening? Their eyes told them that each was asking the same question. What was happening? And in their eyes was the same answer.

Walter Hand and Councilman Z in the room also had the same question in their eyes. But they did not yet have the answer. Councilman Z watched the petite singer carefully.

“We have the correct films?” Councilman Z said quietly.

Lilli nodded. “Yes, Council Member, you have the proper films of the rocket plans. Burton was quite correct.”

“How in hell can you—” Walter Hand began.

Councilman Z waved him to silence. “You can prove this, Miss Kessler?”

“I am not in the habit of making statements I cannot prove.”

“Ah?” Councilman Z said. “Then I take it that this is what you meant when you said we would find out just what you came here for? Why you allowed us to capture you?”

Lilli shrugged. “I did not know the location of the meeting. Also, I needed help and protection in case Hand or Burton tried to kill me first. You see, Council Member, they had the organization! I was alone. I could take no chances. They might have learned of my status within Interpol, and—”

“Interpol!” Hand cried. “You see, Council Member? She admits that—”

“Be quiet, Hand.”

Councilman Z thundered. He looked long and hard at Lilli. “If you were with Interpol, Miss Kessler, you have signed your death warrant by coming here, no matter—”

“Perhaps, Council Member, you will allow me to demonstrate? I think you will understand. Besides, *cheri*, you do want those rocket plans, yes?”

Councilman Z nodded very slowly. Walter Hand shuddered with fury. The fat little sub-leader could not control his anger. “I protest! This woman is a traitor. I—”

Councilman Z looked slowly at Hand. “I believe I told you to be quiet, didn’t I?”

Hand paled and became silent. Councilman Z nodded to Lilli.

“I want the plans, Miss Kessler. You may proceed.”

Lilli motioned to the computer. “Have the roll of film run through the computer once more, Council Member. But this time set the machine for voice programming as well.”

Councilman Z waved his hand toward the two silent men, ordering them to do as Lilli asked. The two men rewound the tiny roll of film. Then they set the machine for voice pickup. They stood back to show that they were ready.

Councilman Z nodded.

One of the men started the computer. Walter Hand stared. Maxine Trent watched from half closed eyes. Councilman Z showed no expression on his face, his eyes quiet behind the dark glasses.

The tiny roll of film began to move through the computer. Behind their grille up near the ceiling Solo and Illya watched as if hypnotized, unable to move as the strange scene played out below. In the silence of the room, Lilli began to sing.

The smoky voice enunciated the lyrics *Lili Marlene*, slowly and clearly in her native German. The sad old song seemed to completely fill the room as the throaty-voiced singer poured out the tragic story of the girl and the soldier.

The room was as quiet as the clubs where she performed. Her phrasing was the old magic that had charmed men on four continents, in all the cities of Europe, and far across the dim cafe and clubs of America.

Lilli sang, and the tiny roll of microfilm continued to move so slowly through the computer.

Then it stopped; the blue light glowed again on the front of the computer. The card dropped out. Councilman Z strode to the machine and picked up the card. He looked at it for a moment, and then he looked at Lilli. Then he walked up to the microscope, placed the card under it again, turned the dials, and bent down to look at the strip of film on the card.

The room was totally soundless.

Councilman Z twirled dials, ran the entire card through the microscope.

Walter Hand sweated, mopped his fat little face. Lilli just stood there quietly. Maxine had moved away from Walter Hand.

Councilman Z straightened up. "These are the plans."

Everyone looked at Lilli. The petite blonde smiled and shrugged at the same time.

"You see, Augustus Bartz and I had been working together for a long time. But I had no true status within THRUSH. Augustus always trusted me above everyone else, and he wanted someone he could trust that no one knew about. We worked out the voice activated code many years ago. I transmitted many of his messages that way. That Interpol man at the Cafe Lieder was becoming suspicious; he was taking down my musical arrangements. I had to have him killed."

"What about Interpol?" Councilman Z said quietly.

"I have been a double agent for many years. It was most useful. Even U.N.C.L.E. trusted me!" and Lilli Kessler laughed aloud.

"You could have come to council and explained," Councilman Z said.

Lilli raised an eyebrow. "Without the plans? Would you have believed me? No, I had to have the plans. But Burton had them. So I enlisted U.N.C.L.E. to help me get them. They were most helpful, the fools. Then Hand stole them from me. After that I knew my only chance was to be present at this meeting. U.N.C.L.E. was most helpful again!"

"You and Bartz always planned it this way?" Councilman Z said slowly.

Lilli nodded. "Augustus always used the musically-keyed film. That way, if anything happened to him, I would be the only one who could interpret the film. He thought it would prove to the council how much he thought of me, how efficient and useful I was, and would help me convince the council."

Councilman Z nodded slowly. “Convince the council of what, Miss Kessler?”

“Convince you that I should be named the chief of all North American operations.”

“Never!” Walter Hand shouted. The fat little man was shaking with rage and frustration.

Lilli Kessler laughed. “And as my first act, I can deliver two first rate U.N.C.L.E. agents who are watching us right now!”

FOUR

It was only Walter Hand that saved Napoleon Solo and Illya Kuryakin. Trapped up inside the roof, their faces at the grille and watching, they would have had no chance if THRUSH has acted at once, but there would have been no hope except for Walter Hand.

The fat little sub-leader spewed hatred and oaths at Lilli Kessler. He screamed at the tall, cadaverous council member. He waved his short, fat arms.

“I am the new chief! There is no one else! Do you hear me?”

Councilman Z stared stonily. “Council will decide that, Hand.”

“No!” Hand screamed. “No, the council will not decide that! This is my territory! I have the organization. I give the orders here, do you all understand?”

“You would oppose us?” Councilman Z said ominously. Hand raged. “If I have to, yes! I will oppose the whole lot of you. I am the chief here, and I will hold you if I have to!”

Councilman Z turned purple with anger. “You are threatening me! You dare to threaten a council member!”

“Dare?” Hand screamed. “Yes, I dare! I have power here! These are my people! Maxine, shoot this woman! Shoot her now! Kill her!”

“Will you kill me?” Councilman Z thundered.

“If I have to!” Hand screamed. “Maxine! Kill that woman! Shoot! Shoot!”

Maxine shot. The sound of the shot reverberated through the closed room.

Walter Hand fell dead instantly, shot through the head by the single bullet.

Maxine Trent held her pistol. She smiled at Lilli Kessler.

“It will be good to have a woman chief, Miss Kessler.”

“Thank you Maxine.” Lilli said.

The tall council member smile as he looked at the dead body of Walter Hand. In THRUSH only results counted, only winners had an organization. Maxine had joined the winning side, and Walter Hand had gotten the THRUSH reward for failure—he was dead.

Lilli looked up at the grille. "He has held us up! They will escape."

"I think not," Councilman Z grimly.

The tall man strode to a communications console. He flipped a switch. "All guards, all security. Two U.N.C.L.E. agents are in the building. Block all exits from below, and block all exits from the warehouse. Hunt them all down at once. Shoot on sight."

All though the complex of rooms shields came down and locks double locked automatically. Councilman Z turned back to Lilli and Maxine.

"They will be stopped, Madam Chief!" Councilman Z said, and he smiled at Lilli Kessler.

Illya Kuryakin and Solo had dropped into the corridor just before they heard the shot that killed Walter Hand. They ran for the closet and the conduit. The shot rang through the corridors. Two guards appeared in the corridor as if by magic. Napoleon Solo shot both of them down with his silent sleep darts.

Illya and Solo jumped over them. Two more appeared. The U.N.C.L.E. men shot at the same time. Both men fell under the darts.

"No time for the crawlway!" Illya cried.

"The exit!" Solo panted. "It has to be near."

"There!" Illya said.

The exit up to the fifth door was a tiny, narrow elevator. Solo and Illya crowded in and started up. They reached the door just as alarms began to sound all through the complex of rooms. They opened the door and were out in the warehouse. Almost at once a steel panel slammed down behind them, a panel that would have trapped them in the elevator seconds sooner.

All through the dark warehouse the panels slammed down over the doors. Illya and Solo plunged into the shadows of the piled crates. They heard the voices of the guards all through the warehouse. Booted feet ran up and down the aisles.

Solo and Illya slunk in among the crates that towered up to the dim ceiling. Kuryakin looked up and pointed. High above there was an overhead crane used for stacking the crates. It ran on a track which led to an opening in the warehouse, very high up on the pier side. Obviously the track ran from the warehouse all the way out along the pier to where the ships could be unloaded.

THRUSH had neglected to provide an emergency barrier for the high overhead track.

“If we can get up there we have a chance, Napoleon,” Illya said.

“It would help if we had wings,” Solo said.

“Where is your improvisation? We’ll fake it.”

“Think good thoughts and we can fly.”

“I prefer to plan good plans,” Illya said drily, “and our witty remarks are costing us time.”

The THRUSH guards had formed against the walls. Their leader was dividing up the floor space. Soon they would move out from both sides and comb every inch of the floor and the piled crates. Illya motioned to Solo to start climbing.

They climbed the crates on the shadow side. It was slow work. The THRUSH guards were already in the stacks of crates, probing as they moved slowly ahead. Solo and Illya inched up. At last they reached the top of the pile. Solo reached up as Illya watched the guards below.

“Too short!” Solo whispered.

The reach of the handsome chief agent was two feet too short. Illya Kuryakin looked up, and then down at the guards below.

“We’ll have to move a crate.” Illya whispered.

“Let’s move it,” Solo said.

The crates were very heavy. The two agents strained. At last they broke one loose and heaved it up onto the top of the stack. Below, the guards had almost met. When they did, they would look elsewhere, including up.

Solo and Illya had the crate up on the stack. They climbed onto it. The hook of the crane dangled directly above them. Solo swung up. He reached down and hoisted Illya up into the operator’s cab of the crane. The controls were in the cab. Solo studied them for a moment.

“There!”

“Up there!”

“They’re in the crane!”

The shouts came from below. The THRUSH guards opened fire. The cab of the crane was steel and the bullets glance off. Illya crouched and returned the fire with his Special set on bullets now. The THRUSH guards scattered for cover. At the other end of the warehouse some guards were already climbing to get on a level with the crane.

Solo began to operate the controls. The crane moved out toward the high opening in the side of the warehouse. It reached a point where there were no crates below, only open space. The opening was near.

"They'll just chase us out!" Solo said. "The crane comes to an end at the end of the pier."

"We won't go that far," Illya shouted. "We'll get out and up on the roof of the warehouse."

"Good, we—"

He did not finish. The crane shuddered to a halt a good ten feet from the opening. They were at least twenty feet from the nearest giant stack of crates. Below there was nothing but a two story drop and the THRUSH guards looking up.

There was a laugh. A woman laughed.

"We control the crane from down here, Napoleon and my dear Illya," Lilli Kessler's voice said over a loudspeaker system. "You might just as well surrender. There is no escape now. Before you die, let me thank you for all your help, *lieblings*."

Illya and Solo said nothing. They crouched in the cab of the crane, out of range of the bullets of the THRUSH guards. But the guards were climbing ladders on both walls now. Soon the THRUSH guns would be above Illya and Solo.

The cab began to move back toward the crates. Illya and Solo tensed to leap. The crane stopped after a few feet.

"As you can see, we do control the crane," the voice of the cadaverous Councilman Z said over the loudspeaker. "You might as well come down, my friends. It is easier to die on the ground."

Lilli's voice chuckled grotesquely over the loudspeaker. "You will have time to reflect on trusting people. We must, of course, ask you many questions."

Illya and Solo looked down, and then around. Trapped in the cab of the crane, they watched the THRUSH guards almost in range above them. They raised their Specials.

The explosion shook the warehouse.

One of the outer doors blew open in a great cloud of smoke. Another door blew in. A voice boomed out louder than the explosions or the other voices.

“Put down your weapons! This is Alexander Waverly with the police. All THRUSH men will put down their guns. We have you all surrounded. You cannot escape!”

In an instant, the warehouse was a scene of wild chaos.

FIVE

The THRUSH men formed a line behind the boxes. Firing rose in a loud crescendo as the police broke into the warehouse. They came from all sides. The THRUSH men, caught in a cross fire, blinded by tear gas bombs, fought desperately, but hopelessly.

In the cab of the crane, Napoleon Solo pointed down. "They're covering the getaway of Councilman Z and Lilli Kessler!"

"Move it!" Kuryakin shouted.

Solo worked the controls. They were under the control of the cab again. They reached a pile of crates and leaped out. They half slid, half climbed down the great mound of crates to where the fifth door stood closed. Two THRUSH men blocked their way. Solo shot them both.

In the melee, no more THRUSH men thought of them. The door below was locked, sealed.

"The crawlway!" Solo shouted.

They ran to the cover plate, opened it inward and crawled again into the electrical conduit crawlway. They crawled faster this time—the plans for the rocket were still below. They reached the closet and jumped out into the corridor. Two THRUSH men ran past without even noticing them. They turned left and raced to the door of the big conference and control room.

Two guards were in the room. They fired and missed. Illya did not miss. There was nothing else in the room. The computer was gone. Solo and Illya ran back into the corridor.

"They would have to escape by water," Illya said.

Solo nodded. "That way then, toward the pier!"

The two agents raced along the corridor. They heard faintly the sound of an engine. They ran faster. Up above, the noise of firing was slackening. Solo and Illya raced on until they rounded a corner in the bright corridor and came into a large underground room. They stopped.

The sight that greeted their eyes was a scene from some nightmare.

The room was long and low, little more than an old sewer. Rats ran and water sloshed across the stones. A deep channel ran along the far wall. They realized that they were beneath the pier at the edge of the bay.

Men struggled with the heavy model of the Ultimate Computer. They sweated, cursing, their clothes torn in the effort of moving the giant machine.

At the edge of the water, urging them on with frantic commands, was the emaciated giant, Councilman Z. His eyes behind the dark glasses looked up continually toward the door into the bright corridor. Beside him Maxine Trent and Lilli Kessler urged the men on.

Then they saw Napoleon Solo and Illya Kuryakin.

Councilman Z fired at them with his pistol. Maxine fired.

Illya and Solo ducked to the floor.

The men sweating with the computer dropped it and clawed for their weapons.

Solo and Illya laid down a withering fire. The THRUSH men went down as if cut by some giant scythe. Illya and Solo jumped up. Maxine turned and leaped into the water. She made a great splash. But she did not sink. She stood on some kind of solid object. The Solo and Illya saw the tiny conning tower—there was a midget submarine in the channel.

Solo and Illya ran forward.

The tall, cadaverous council member held up an object.

“Stop! This is a lethal gas bomb! Do not move another step!”

Solo and Illya halted. Councilman Z held the small bomb and his eyes flashed behind the dark glasses in the sewer like room. In the same hand he held a small briefcase.

Maxine stood on the small submarine. Lilli Kessler was at the side of Councilman Z. The petite blonde almost snarled as she looked back at Solo and Illya. The two agents tensed for an attack. Councilman Z watched them. Then Lilli turned, her face twisted in anger. She looked up at the council member.

“We must leave the computer! I’ll return and take care of them!”

Lilli said.

Councilman Z studied Lilli Kessler from behind his dark glasses. He smiled a thin smile.

No. my dear, you will not return. You were smart, yes, but not smart enough. You led Alexander Waverly to us! You are no more use to us now!”

A pistol appeared in Councilman Z’s free hand.

The two shots rang out at the same instant.

His eyes on Lilli for a split second, Councilman Z did not see Illya Kuryakin shoot. Illya's shot struck his hand and he dropped the gas bomb and the briefcase into the water.

The shot of Councilman Z hit Lilli.

Lilli Kessler went down. The council member grabbed for the briefcase and missed. It floated away. Maxine Trent had vanished into the submarine. Solo and Illya fired as Councilman Z leaped for the conning tower. They both hit the giant council member. He staggered, clawed for the conning tower. It was closed!

Councilman Z beat frantically on the closed conning tower. The sub began to go down. He hammered, screamed. The sub inexorably sank beneath the water. He stopped hammering, turned with the water up to his waist, and his dying eyes stared back at Napoleon Solo and Illya Kuryakin as the midget submarine disappeared beneath the water.

In THRUSH there was no waiting for anyone.

When Alexander Waverly appeared in the sewer like room, Councilman Z still floated face down in the water. THRUSH bodies littered the room. Napoleon Solo had retrieved the briefcase and found the decoded plans for the new rocket inside. Illya stood over Lilli Kessler.

The petite blonde looked up, a smile on her face now. She had been shot through the shoulder and her pain was great. Blood dripped down through her hand that was pressed to the wound. She coughed, and her smoky voice was a faint frightened whisper. She looked at Alexander Waverly through half-closed eyes.

"How?"

Waverly was solemn. In all his years he had never been able to watch intense suffering, even the agony of evil. He cleared his throat.

"A transmitter, Miss Kessler. One of the homing devices I had planted on you was actually a small transmitter. We heard it all. What you told Councilman Z."

Lilli Kessler coughed. "A transmitter? Then you—you never believed me?"

Waverly rubbed his chin. "Let us say I had certain vague suspicions. You were, uh, too convenient. You were too anxious to risk your life by returning to San Francisco. Let us say I had a hunch."

Lilli nodded. "Yes, I was—afraid you—might."

“It occurred to me that your *help* to get the microfilm could have been because you wanted it. When you were captured by Hand, it struck me that we helped you to escape Hand as much as you helped Mr. Solo and Mr. Kuryakin.”

Lilli Kessler looked at Solo and Illya. “They knew?”

“No,” Waverly said. “All I had was a vague suspicion. I thought it best not to inform them. They had to act as if they believed you if you were to be fooled into leading us here.”

“You are very—clever,” Lilli said. “I see why you are—Chief—”

“Let us say I am older, too old to be taken in completely by a charming singer,” Waverly said.

“Smart,” Lilli said. “Yes, very clever. I was —not clever—enough.”

The petite blonde looked at all of them, coughed a racking cough. Her eyes were suddenly wide. “I should have—remained—a singer. I was—good.”

And Lilli Kessler fainted dead away.

Two days later the warehouse had been stripped, Walter Hand’s stronghold was destroyed, and Manfred Burton’s house was also stripped bare. The submarine was not found. The records of all the North American affairs of THRUSH were in U.N.C.L.E.’s hands. Waverly sat in his office with a broad smile for once.

“The plans are recovered. THRUSH will be a long time rebuilding in North America,” Waverly said. “A council member is dead, and a potentially very dangerous THRUSH is gone. All in all a very good piece of work, gentlemen.”

Illya was not happy. “Lilli—such a mellow voice. I’ve all her records.”

“Yes, a fine voice, but she had wrong ambitions,” Waverly said. “She was very clever. Interpol never even suspected her, Mr. Kuryakin.”

“She sang so well,” Illya said. “I wonder if she’ll recover; she was severely wounded. What could’ve caused her to turn bad?”

“Difficult to say, Mr. Kuryakin! A hard life and working with THRUSH, too. There was a twist in her mind. There are a thousand reasons for evil. But she is still on the hospital’s critical list. Who knows—we may see her again!”

Solo sighed. “The submarine got away though.”

“Really, Mr. Solo, we can’t expect to succeed at everything,” Waverly said.

“No, I mean that she has done it again,” Solo said.

“She?”

“Maxine,” Solo said. “She was on the submarine.”

Waverly nodded. “I see your point. That woman will be your undoing, Mr. Solo.”

“We all have to be undone someday,” Napoleon Solo said with a smile.

Waverly began to look for a match. He raised a bushy eyebrow at Solo. Waverly was not smiling.

Illya Kuryakin grinned.